IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	X	
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In re	:	Chapter 11
	:	-
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On April 10, 2008, I caused to be served the documents listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via overnight mail, (ii) upon the parties listed on <u>Exhibit B</u> hereto via electronic notification and (iii) upon the parties listed on <u>Exhibit C</u> hereto via postage pre-paid U.S. mail:

- 1) Motion For Order Under 11 U.S.C. § 365(d)(4) Further Extending Deadline To Assume Or Reject Leases Of Nonresidential Real Property ("Postconfirmation 365(d)(4) Deadline Extension Motion") (Docket No. 13359) [a copy of which is attached hereto as Exhibit D]
- 2) Motion For Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which To File And Solicit Acceptances Of Reorganization Plan ("Postconfirmation § 1121(D) Exclusivity Extension Motion") (Docket No. 13360) [a copy of which is attached hereto as Exhibit E]
- 3) Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order ("Postconfirmation Extension Of Avoidance Action Service Deadline Motion") (Docket No. 13361) [a copy of which is attached hereto as Exhibit F]

On April 10, 2008, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via overnight mail:

4) Motion For Order Under 11 U.S.C. § 365(d)(4) Further Extending Deadline To Assume Or Reject Leases Of Nonresidential Real Property ("Postconfirmation



365(d)(4) Deadline Extension Motion") (Docket No. 13359) [a copy of which is attached hereto as Exhibit D]

On April 10, 2008, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via overnight mail:

5) Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order ("Postconfirmation Extension Of Avoidance Action Service Deadline Motion") (Docket No. 13361) [a copy of which is attached hereto as Exhibit F]

Dated: April 16, 2008	/s/ Elizabeth Adam Elizabeth Adam
State of California County of Los Angeles	
Subscribed and sworn to (or affirmed) before Elizabeth Adam, proved to me on the basis appeared before me.	re me on this 16th day of April, 2008, by of satisfactory evidence to be the person who
Signature: /s/L. Maree Sanders	_
Commission Expires: 10/1/09	

EXHIBIT A

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PARTY / FUNCTION	Indenture Trustee		Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd	Counsel to Debtor's Postpetition Administrative Agent	Debtors	Counsel to Flextronics International	Counsel to Flextronics International USA, Inc.	Creditor Committee Member	Committee	financial Advisors to Debtors		ध	Counsel to Hexcel Corporation	Counsel to General Motors Corporation	Counsel to General Motors Corporation	Michigan IRS	RS	Creditor Committee Member	UCC Professional	Prepetition Administrative Agent		Counsel Data Systems Corporation; EDS Information Services, LLC
EMAIL	rstark@brownrudnick.com	bsimon@cwsny.com	sreisman@cm-p.com	donald.bernstein@dpw.com brian.resnick@dpw.com	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	cschiff@flextronics.com	paul.anderson@flextronics.com	trey.chambers@freescale.com	<u>rodbuje@ ffhsi.com</u> sliviri@ffhsi.com	randall.eisenberg@fticonsultin g.com	valerie.venable@ge.com	lhassel@groom.com	sgross@hodgsonruss.com	fgorman@honigman.com	rweiss@honigman.com		mariaivalerio@irs.gov		bderrough@jefferies.com	richard.duker@jpmorgan.com	gianni.russello@ipmorgan.com susan.atkins@ipmorgan.com	gnovod@kramerlevin.com
FAX	212-2094801	212-695-5436	2126971559	212-450-3092 212-450-3213	248-813-2491	303-652-4716		512-895-3090	212-859-4000	212-841-9350	866-585-2386	202-659-4503	212-751-0928	313-465-8000	313-465-8000	313-628-3602	212-436-1931	937-294-9164	212-284-2470	212-270-4016	212-270-0430	212-715-8000
PHONE	212-209-4800		2126966000	212-450-4092 212-450-4213	248-813-2000	303-927-4853	408-428-1308	512-895-6357	212-859-8000	212-2471010	704-992-5075		212-751-4300	313-465-7000	313-465-7000	313-628-3648	212-436-1038	937-294-7813	212-284-2521	212-270-5484	212-270-0426	212-715-9100
ZIP	10036	10036	10178-0061	10017	48098	80021		78735	10004	10036	28078	20006	10036	48226-3583	48226-3583	48226	10007	45439	10022	10017	10172	10036
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СПУ	New York	New York	New York	New York	Troy	Broomfield	San Jose	Austin	New York	New York	Huntersville	Washington	New York	Detroit	Detroit	Detroit	New York	Dayton	New York	New York	New York	New York
ADDRESS2								MD: OE16		11th Floor			24th FI	660 Woodward Avenue	660 Woodward Avenue	Mail Stop 15	5th Floor	Suite 201	12th Floor			
ADDRESS1	Seven Times Square	330 W. 42nd Street	101 Park Avenue	450 Lexington Avenue		305 Interlocken Parkway	2090 Fortune Drive	6501 William Cannon Drive West	One New York Plaza	3 Times Square	9930 Kincey Avenue	1701 Pennsylvania Avenue, NW	1540 Broadway	2290 First National Building	2290 First National Building	477 Michigan Ave	290 Broadway	2360 W. Dorothy Lane	520 Madison Avenue	270 Park Avenue	277 Park Ave 8th Fl	1177 Avenue of the Americas
CONTACT	Robert J. Stark	Bruce Simon	Steven J. Reisman	Donald Bernstein Brian Resnick	Sean Corcoran, Karen Craft	Carrie L. Schiff	Paul W. Anderson	Richard Lee Chambers, III	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	Randall S. Eisenberg	Valerie Venable	Lonie A. Hassel	Stephen H. Gross	Frank L. Gorman, Esq.	Robert B. Weiss, Esq.	Attn: Insolvency Department	Attn: Insolvency Department, Maria Valerio	Conference Board Chairman	William Q. Derrough	Richard Duker	Susan Atkins, Gianni Russello	Gordon Z. Novod
COMPANY	Brown Rudnick Berlack Israels LLP	Cohen, Weiss & Simon	Curtis, Mallet-Prevost, Colt & mosle LLP	& Wardwell	Delphi Corporation	Flextronics International	Flextronics International USA, Inc.	Freescale Semiconductor, Inc.	Fried, Frank, Harris, Shriver & Jacobson	FTI Consulting, Inc.	mpany	Groom Law Group	Hodgson Russ LLP	hwartz and	Honigman Miller Schwartz and Cohn LLP	Internal Revenue Service	Internal Revenue Service	IUE-CWA	Jefferies & Company, Inc,	JPMorgan Chase Bank, N.A.	JPMorgan Chase Bank, N.A.	Kramer Levin Naftalis & Frankel LLP

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PARTY / FUNCTION	Counsel Data Systems Corporation; EDS Information Services, LLC	Noticing and Claims Agent	Counsel to Official Committee of Unsecured Creditors	Indenture Trustee	Indenture Trustee	Counsel to Recticel North America, Inc.	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees	UCC Professional	Counsel to Cerberus Capital Management LP and Dolce Investments LLC	Counsel to Blue Cross and Blue Shield of Michigan	Securities and Exchange Commission	. New York Attorney General's Office	Special Labor Counsel	Special Labor Counsel	Counsel to Pension Benefit Guaranty Corporation	Chief Counsel to the Pension Benefit Guaranty Corporation	Counsel to Freescale Semiconductor, Inc., f/lk/a Motorola Semiconductor Systems		Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.	Local Counsel to the Debtors	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.			
EMAIL	tmayer@kramerlevin.com	spetance@kccllc.com	robert.rosenberg@lw.com	daniel.fisher@lawdeb.com	patrick.healy@lawdeb.com	dcleary@mwe.com	jdejonker@mwe.com	mkhambati@mwe.com	pclark@mwe.com	conh@mctiguelaw.com	bmctigue@mctiguelaw.com	<u>Iszlezinger@mesirowfinancial.c</u> <u>om</u>	gbray@milbank.com tkreller@milbank.com jtill@milbank.com	imoldovan@morrisoncohen.co m	newyork@sec.gov	william.dornbos@oag.state.ny. us	rsiegel@omm.com	tjerman@omm.com	garrick.sandra@pbgc.gov efile@pbgc.gov	landy.ralph@pbgc.gov	sriemer@phillipsnizer.com	david.resnick@us.rothschild.co <u>m</u>	<u>rdremluk@seyfarth.com</u>	dbartner@shearman.com jfrizzley@shearman.com	kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com
FAX	212-715-8000	310-823-9133	212-751-4864	212-750-1361	212-750-1361	312-984-7700	312-984-7700	312-984-7700	312-984-7700	202-364-9960	202-364-9960	212-682-5015	213-629-5063	9175223103	212-336-1323	212-416-6075	213-430-6407	202-383-5414	202-326-4112	2023264112	212-262-5152	212-403-5454	212-218-5526	212-848-7179	212-455-2502
PHONE	212-715-9100	310-823-9000	212-906-1370	212-750-6474	212-750-6474	312-372-2000	312-372-2000	312-372-2000	312-372-2000	202-364-6900	202-364-6900	212-808-8366	213-892-4000	2127358603	212-336-1100	212-416-8000	213-430-6000	202-383-5300	202-326-4020	2023264020	212-841-0589	212-403-3500	212-218-5500	212-8484000	212-455-2000
STATE ZIP	10036	90245	10022	10017	10017	90909	90909	90909	90909	20015	20015	10017	90017	10022	10281	10271	90071	20006	20005	20005-4026	10103	10020	10018-1405	10022	10017
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CITY	New York	El Segundo	New York	New York	New York	Chicago	Chicago	Chicago	Chicago	Washington	Washington	New York	Los Angeles	New York	New York	New York City	Los Angeles	Washington	Washington	Washington	New York	New York	New York	New York	New York
ADDRESS2				Fourth Floor	Fourth Floor	Suite 5400	Suite 5400	Suite 5400	Suite 5400	Suite 350	Suite 350	21st Floor	30th Floor		Room 4300				Suite 340	Suite 340					
ADDRESS1	1177 Avenue of the Americas	2335 Alaska Ave	885 Third Avenue	400 Madison Ave	400 Madison Ave	227 West Monroe Street	5301 Wisconsin Ave. N.W.	5301 Wisconsin Ave. N.W.	666 Third Ave	601 South Figueroa Street	909 Third Avenue	3 World Financial Center	120 Broadway	400 South Hope Street	1625 Eye Street, NW	1200 K Street, N.W.	1200 K Street, N.W.	666 Fifth Avenue	1251 Avenue of the Americas	620 Eighth Ave	599 Lexington Avenue	425 Lexington Avenue			
CONTACT	Thomas Moers Mayer	Sheryl Betance	Robert J. Rosenberg	Daniel R. Fisher	Patrick J. Healy	David D. Cleary	Jason J. DeJonker	Mohsin N. Khambati	Peter A. Clark	Comish F. Hitchcock	J. Brian McTigue	Leon Szlezinger	Gregory A Bray Esq Thomas R Kreller Esq James E Till Esq	ġ	Mark Schonfeld, Regional Director	Attorney General Eliot Spitzer	Siegel	Tom A. Jerman, Rachel Janger	Jeffrey Cohen		Sandra A. Riemer	David L. Resnick	Robert W. Dremluk	Douglas Bartner, Jill Frizzley	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.
COMPANY	Kramer Levin Naftalis & Frankel LLP	Kurtzman Carson Consultants	Latham & Watkins LLP	Law Debenture Trust of New York	Law Debenture Trust of New York	McDermott Will & Emery LLP	McTigue Law Firm	McTigue Law Firm	Mesirow Financial	Milbank Tweed Hadley & McCloy LLP	Morrison Cohen LLP	Northeast Regional Office	Office of New York State	O'Melveny & Myers LLP	O'Melveny & Myers LLP	Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation	Phillips Nizer LLP	Rothchild Inc.	Seyfarth Shaw LLP	Shearman & Sterling LLP	Simpson Thatcher & Bartlett LLP			

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PARTY / FUNCTION	Counsel to the Debtor	Counsel to the Debtor	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees	Counsel to Wamco, Inc.	Conflicts Counsel to the Debtors	Creditor Committee Member	Counsel to United States Trustee	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors		Counsel to General Motors d Corporation		Counsel to General Motors Corporation	Creditor Committee	Member/Indenture Trustee	
EMAIL	ibutler@skadden.com ilyonsch@skadden.com rmeisler@skadden.com	kmarafio@skadden.com tmatz@skadden.com	ddoyle@spencerfane.com	nfranke@spencerfane.com	cp@stevenslee.com cs@stevenslee.com	altogut@teamtogut.com			mwarner@warnerstevens.com	harvey.miller@weil.com	jeff.tanenbaum@weil.com	martin.bienenstock@weil.com	michael.kessler@weil.com	scimalore@wilmingtontrust.co	m	
FAX	312-407-0411	212-735-2000	314-862-4656	314-862-4656	2123198505	212-967-4258	973-656-8805	212-668-2255 does not take service via fax	817-810-5255	212-310-8077	212-310-8007	212-310-8007	212-310-8007		302-636-4143	
PHONE	312-407-0700	212-735-3000	314-863-7733	314-863-7733	2123198500	212-594-5000	973-656-8365	212-510-0500	817-810-5250	212-310-8500	212-310-8000	212-310-8000	212-310-8000		302-636-6058	
STATE ZIP	90909	NY 10036	MO 63105	MO 63105	NY 10022	NY 10119	NJ 7960	NY 10004-2112	TX 76102	NY 10153	NY 10153	NY 10153	NY 10153		DE 19890	
CITY	Chicago	New York		St. Louis	New York	New York	Morristown	New York	Fort Worth	New York	New York	New York	New York		Wilmington	
ADDRESS2	Suite 2100	P.O. Box 300		Tenth Floor	20th Floor			21st Floor	301 Commerce Street					1100 North	Market Street	
ADDRESS1	333 W. Wacker Dr.	4 Times Square	1 North Brentwood Boulevard	1 North Brentwood Boulevard	485 Madison Avenue	One Penn Plaza	t 60 Columbia Road	33 Whitehall Street	1700 City Center Tower II	767 Fifth Avenue	767 Fifth Avenue	767 Fifth Avenue	767 Fifth Avenue		Rodney Square North	
CONTACT	John Wm. Butler, John K. Lyons, Ron E. Meisler	Kayalyn A. Marafioti, Thomas J. Matz	Daniel D. Doyle	Nicholas Franke	Chester B. Salomon, Constantine D. Pourakis	Albert Togut	MaryAnn Brereton, Assistant General Counsel	Alicia M. Leonhard	Michael D. Warner	Harvey R. Miller	Jeffrey L. Tanenbaum, Esq.	Martin J. Bienenstock, Esq.	Michael P. Kessler, Esq.		Steven M. Cimalore	
COMPANY	Skadden, Arps, Slate, Meagher & Flom LLP	Skadden, Arps, Slate, Meagher & Flom LLP	Spencer Fane Britt & Browne LLP	Spencer Fane Britt & Browne LLP	Stevens & Lee, P.C.	Togut, Segal & Segal LLP	Tyco Electronics Corporation	United States Trustee	Wamer Stevens, L.L.P.	Weil, Gotshal & Manges LLP	Weil, Gotshal & Manges LLP	Weil, Gotshal & Manges LLP	Weil, Gotshal & Manges LLP		Wilmington Trust Company	

EXHIBIT B

EXHIBIT 5

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PARTY / FUNCTION	F (2)			Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd	Counsel to Debtor's Postpetition Administrative Agent	Debtors	Counsel to Flextronics International	baul.anderson@flextronics.com Counsel to Flextronics International USA, Inc.	Creditor Committee Member	Counsel to Equity Security Holders Committee	Financial Advisors to Debtors	Creditor Committee Member	Counsel to Employee Benefits	Counsel to Hexcel Corporation	Counsel to General Motors Corporation	Counsel to General Motors Corporation	UCC Professional	Prepetition Administrative Agent	Postpetition Administrative Agent	Counsel Data Systems Corporation; EDS Information Services, LLC	Counsel Data Systems Corporation; EDS Information Services, LLC	Noticing and Claims Agent	Counsel to Official Committee of Unsecured Creditors	Indenture Trustee	Indenture Trustee
EMAIL		Istain@DiOWIIIdailich.com	bsimon@cwsny.com	sreisman@cm-p.com	donald.bernstein@dpw.com brian.resnick@dpw.com	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	cschiff@flextronics.com	paul.anderson@flextronics.com	trey.chambers@freescale.com	rodbuje@ffhsi.com sliviri@ffhsi.com	randall.eisenberg@fticonsulting.com	valerie.venable@ge.com	lhassel@groom.com	sgross@hodgsonruss.com	fqorman@honigman.com	rweiss@honigman.com	bderrough@jefferies.com	richard.duker@jpmorgan.com	susan.atkins@jpmorgan.com	gnovod@kramerlevin.com	tmayer@kramerlevin.com	sbetance @kccllc.com	robert.rosenberg@lw.com	daniel.fisher@lawdeb.com	patrick.healy@lawdeb.com
FAX	212-	212-695-	5436	212697155 9	212-450- 3092 212-450- 3213	248-813- 2491	303-652- 4716		512-895- 3090	212-859- 4000	212-841- 9350	866-585- 2386	202-659- 4503	212-751- 0928	313-465- 8000	313-465- 8000	212-284- 2470	212-270- 4016	212-270- 0430	212-715- 8000	212-715- 8000	310-823- 9133	212-751- 4864	212-750- 1361	212-750- 1361
PHONE	212-209-	212-356-	0231	212696600 0	212-450- 4092 212-450- 4213	248-813- 2000	303-927- 4853	408-428- 1308	512-895- 6357	212-859- 8000	212- 2471010	704-992- 5075	202-857- 0620	212-751- 4300	313-465- 7000	313-465- 7000	212-284- 2521	212-270- 5484	212-270- 0426	212-715- 9100	212-715- 9100	310-823- 9000	212-906- 1370	212-750- 6474	212-750- 6474
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ADDRESS1	T. C.	Oevell IIIIes Oduale	330 W. 42nd Street	101 Park Avenue	450 Lexington Avenue	5725 Delphi Drive	305 Interlocken Parkway	2090 Fortune Drive	n Drive	One New York Plaza	3 Times Square	9930 Kincey Avenue	1701 Pennsylvania Avenue, NW	1540 Broadway	660 Woo 2290 First National Building Avenue	2290 First National Building	520 Madison Avenue	270 Park Avenue	277 Park Ave 8th FI	1177 Avenue of the Americas	1177 Avenue of the Americas	2335 Alaska Ave	885 Third Avenue	400 Madison Ave	400 Madison Ave
CONTACT	O to do	NODELLO. Stalk	Bruce Simon	Steven J. Reisman	Donald Bernstein Brian Resnick	Sean Corcoran, Karen Craft	Carrie L. Schiff	Paul W. Anderson	Richard Lee Chambers, III	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer I. Rodburg Richard J Slivinski	Randall S. Eisenberg	Valerie Venable	Lonie A. Hassel	Stephen H. Gross	Frank L. Gorman, Esq.	Robert B. Weiss, Esq.	William Q. Derrough	Richard Duker	Susan Atkins, Gianni Russello	Gordon Z. Novod	Thomas Moers Mayer	Sheryl Betance	Robert J. Rosenberg	Daniel R. Fisher	Patrick J. Healy
COMPANY	discount dis	DIOWII NUUIICA DEIIACA ISIAEIS LET	Cohen, Weiss & Simon	Curtis, Mallet-Prevost, Colt & mosle	Davis, Polk & Wardwell	Delphi Corporation	Flextronics International	Flextronics International USA, Inc.		Fried, Frank, Harris, Shriver & Jacobson	FTI Consulting, Inc.	mpany	Groom Law Group	0	hwartz and	Honigman Miller Schwartz and Cohn LLP	Jefferies & Company, Inc,	JPMorgan Chase Bank, N.A.		kel	Kramer Levin Naftalis & Frankel LLP	Kurtzman Carson Consultants	Latham & Watkins LLP	Law Debenture Trust of New York	Law Debenture Trust of New York

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Delphi Corporation Master Service List Doc 21454-40

Page 1 of 3

EXHIBIT 5

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE 7IP	PHONE	FAX	EMAIL	PARTY / FUNCTION
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400		90909		312-984- 7700	ideionker@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago IL			312-984- 7700	pclark@mwe.com	Counsel to Recticel North America, Inc.
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington DC	C 20015	202-364- 6900	202-364- 9960	conh@mctiguelaw.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
McTique Law Firm	J. Brian McTique	5301 Wisconsin Ave. N.W.	Suite 350	Washington DC	C 20015	202-364-	202-364- 9960	bmctique@mctiquelaw.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York		212-808- 8366	212-682- 5015	Iszlezinger@mesirowfinancial.com	
Milbank Tweed Hadley & McCloy LLP	Gregory A Bray Esq Thomas R Kreller Esq James E Till Esq	601 South Figueroa Street	30th Floor		CA 90017	213-892-	213-629- 5063	gbray@milbank.com tkreller@milbank.com itill@milbank.com	Counsel to Cerberus Capital Management LP and Dolce Investments LLC
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		×	NY 10022	212735860	917522310 3	imoldovan@morrisoncohen.co	Counsel to Blue Cross and Blue Shield of Michigan
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY 10281	212-336- 1100	212-336- 1323	newyork@sec.gov	Securities and Exchange Commission
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY 10271	212-416- 8000	212-416- 6075	william.dornbos@oag.state.ny.	New York Attorney General's Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles C	CA 90071	213-430- 6000	213-430- 6407	rsiegel@omm.com_	Special Labor Counsel
O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington DC	C 20006	202-383- 5300	202-383- 5414	tjerman@omm.com	Special Labor Counsel
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington DC	C 20005	202-326- 4020	202-326- 4112	efile@pbgc.gov	Counsel to Pension Benefit Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington DC		2.023E+09	2.023E+09	landy.ralph@pbgc.gov	Chief Counsel to the Pension Benefit Guarake
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY 10103		212-262- 5152	sriemer@phillipsnizer.com	Counsel to Freescale Semiconductor, Inc., If/Na Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY 10020	212-403- 3500	212-403- 5454	david.resnick@us.rothschild.co m	Financial Advisor
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	10018- NY 1405	212-218-	212-218- 5526	rdremluk@seyfarth.com	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY 10022	212- 8484000	212-848- 7179	dbartner@shearman.com ifrizzley@shearman.com	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY 10017	212-455-	212-455- 2502	kziman @stblaw.com rtrust@stblaw.com wrussell@stblaw.com	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	90909		312-407- 0411	ibutler@skadden.com ilyonsch@skadden.com rmeisler@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz 4 Times Square	4 Times Square	P.O. Box 300	New York	NY 10036	212-735- 3000	212-735- 2000	kmarafio@skadden.com tmatz@skadden.com	Counsel to the Debtor
Spencer Fane Britt & Browne LLP	Daniel D. Doyle	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO 63105	314-863- 7733	314-862- 4656	ddoyle@spencerfane.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Spencer Fane Britt & Browne LLP	Nicholas Franke	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO 63105	314-863- 7733	314-862- 4656	<u>nfranke@spencerfane.com</u>	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Stevens & Lee, P.C.	Chester B. Salomon, Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY 10022	2.123E+09	2.123E+09	cp@stevenslee.com cs@stevenslee.com	Counsel to Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY 10119	212-594- 5000	212-967- 4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors

Delphi Corporation Master Service List 05-44481-rdd Doc 21454-40 Filed 07/12/11 Entered 07/12/11 09:59:25

Page 2 of 3

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE ZIP	ZIP	PHONE FAX	FAX	EMAIL	PARTY / FUNCTION	
			301 Commerce				817-810- 817-810-	817-810-		Proposed Conflicts Counsel to the Official	
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth TX		76102	5250	5255	mwarner@warnerstevens.com	mwarner@warnerstevens.com Committee of Unsecured Creditors	
							212-310-	212-310-			
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York NY	¥	10153	8500	8077	harvey.miller@weil.com	Counsel to General Motors Corporation	
							212-310-	212-310-			
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York NY 10153	¥	10153	8000	8007	jeff.tanenbaum@weil.com	Counsel to General Motors Corporation	
							212-310-	212-310-			_
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York NY		10153	8000	8007	martin.bienenstock@weil.com	martin.bienenstock@weil.com Counsel to General Motors Corporation	
							212-310-	212-310-			_
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York NY		10153	8000	8007	michael.kessler@weil.com	michael.kessler@weil.com Counsel to General Motors Corporation	
			1100 North Market				302-636-	302-636-	scimalore@wilmingtontrust.co	scimalore@wilmingtontrust.co Creditor Committee Member/Indenture	
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Street	Wilmington DE	DE B	19890	6058	4143	٤	Trustee	

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Adalberto Cañadas Castillo Adier Pollock & Sheehan PC Akin Gump Strauss Hauer & Feld, LLP Craig E. Freeman	Avda Ramon de Carranza One Citizens PIz 8th FI 1333 New Hampshire Ave	10-1º	Cadiz		11006	-	34 956 226	adalberto@canadas.com	Representative to DASE	5-4
eehan PC s Hauer & Feld, s Hauer & Feld, s Hauer & Feld, Gamble &	One Citizens PIz 8th FI 1333 New Hampshire Ave NW					Spain				1
s Hauer & Feld, s Hauer & Feld, s Hauer & Feld, Gamble &	1333 New Hampshire Ave NW		Providence	교	02903		401-274-7200	javanzato@apslaw.com	Attorneys for Fry's Metals Inc. and Specialty Coatings Systems Eft	481-
s Hauer & Feld, s Hauer & Feld, Gamble &			Washington	DC	20036		202-887-4000	ddunn@akingump.com	Counsel to TAI Unsecured Creditors Liquidating Trust	rdo
S Hauer & Feld,	590 Madison Ave		New York	ž	10022-2524		212-872-1000	idizengoff@akingump.com	Counsel to TAI Unsecured Creditors Liquidating Trust	1 1
Gamble &	2029 Centure Park East	Suite 2400	Los Angeles	CA	29006		310-552-6696	pgurfein@akingump.com	Counsel to Wamco, Inc.	Doo
Alston & Bird, LLP Craig E. Freeman	1900 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	mgreger@allenmatkins.com	Counsel to Kilroy Realty, L.P.	22
	90 Park Avenue		New York	ž	10016		212-210-9400	craig.freeman@alston.com	Counsel to Cadence Innovation, LLC	145
Dennis J. Connolly; David Alston & Bird, LLP A. Wender			Atlanta	Q.	30309		404-881-7269	dconnolly@alston.com dwender@alston.com	Counsel to Cadence Innovation, LLC, PD George Co, Furukawa Electric Companay, Ltd., and Furukawa Electric North America APD, Inc.	4-40 I
Ambrake Corporation Brandon J. Kessinger	300 Ring Road		Elizabethtown	ž	42701		270-234-5428	bkessinger@akebono-usa.com	Representative for Ambrake Corporation	⊏ile
American Axle & Manufacturing, Inc.	One Dauch Drive, Mail Code 6E-2-42		Detroit	≅	48243		313-758-4868	steven.keyes@aam.com		·d Ω
Andrews Kurth LLP Gogi Malik	1717 Main Street	Suite 3700	Dallas	X	75201		214-659-4400	gogimalik@andrewskurth.com	Counsel to ITW Mortgage GInvestments IV, Inc.	7/1
Andrews Kurth LLP Monica S. Blacker	1717 Main Street	Suite 3700	Dallas	¥	75201		214-659-4400	mblacker@andrewskurth.com	Counsel to ITW Mortgage Investments IV, Inc.	2/1
Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP	199 South Los Robles Avenue Suite 600	Suite 600	Pasadena	CA	91101-2459		626-535-1900	mtf@afrct.com	Counsel to Stanley Electric Sale of America, Inc.	1
Anthony Ostlund & Baer PA John B Orenstein	3600 Wells Fargo Ctr	90 S 7th St	Minneapolis	M	55402		612-349-6969	jorenstein@aoblaw.com	Attorneys for Whitebox Hedged High Yield Partners, LP	Fr
Arent Fox PLLC Mitchell D. Cohen	1675 Broadway		New York	×	10019		212-484-3900	Cohen.Mitchell@arentfox.com		nter
Arent Fox PLLC Robert M. Hirsh	1675 Broadway		New York	×	10019		212-484-3900	Hirsh.Robert@arentfox.com	Counsel to Pullman Bank and Trust Company	ed
Arnall Golden Gregory LLP Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8120	dladdin @agg.com	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)	07/12
Arnold & Porter LLP Joel M. Gross	555 Twelfth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	joel_gross@aporter.com	Counsel to CSX Transportation, Inc.	/11
ATS Automation Tooling Systems Carl Galloway	250 Royal Oak Road		Cambridge	Ontario	N3H 4R6	Canada	519-653-4483	cgalloway@atsautomation.com	<u>n</u> Company	ng
Balch & Bingham LLP Eric T. Ray	PO Box 306		Birmingham	٩٢	35201		205-251-8100	eray@balch.com	Attorney for Alabama Power Company	:59:2
irschbaum	200 W Madison St Ste 3900		Chicago	=	90909			kim.robinson@bfkn.com	Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.	25
Barack, Ferrazzano, Kirschbaum & Nagelberg LLP William J. Barrett	200 W Madison St Ste 3900		Chicago	1	90909		312-984-3100	william.barrett@bfkn.com	Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.	EXH
Barnes & Thornburg LLP Alan K. Mills	11 S. Meridian Street		Indianapolis	Z	46204		317-236-1313	alan.mills@btlaw.com	Counsel to Mays Chemical Company	IRI

Page 1 of 21

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PARTY / FUNCTION	Counsel to Priority Health; Clarion Corporation of America	Counsel to Clarion Corporation of America	Counsel to Gibbs Die Casting Corporation; Clarion Corporation of America	Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Conoration	Counsel to Gibbs Die Casting Corporation	Counsel to Iron Mountain Information Management, Inc.	Counsel to Madison County (Indiana) Treasurer	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi: Ratieisen Kapitalaniage-Gesellschaft m.b.H and Stichting Pensioenfords ARP	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System Mississippi; Raffeisen Kapitalaniage-Gesellschaft m.b.H. and Stichting Pensioenfords ABPA	Counsel to SANLUIS Rassini International, Inc.; Rassini, S.A. de C.V.	Counsel to UPS Supply Chain Solutions, Inc	Counsel to UPS Supply Chain Solutions, Inc.; Solectron Corporation; Solectron De Mexico SA de CV; Solectron Invotronics; Coherent, Inc.; Veritas Software Corporation	Solectron Corporation; Solectron de Mexico SA de CV; Solectron Invotronics and Coherent, Inc.	Counsel to Veritas Software Corporation		Counsel to DENSO International America, Inc.	
EMAIL	john.gregg@btlaw.com	mark.owens@btlaw.com	michael.mccrory@btlaw.com	pmears@btlaw.com	wendy.brewer@btlaw.com	ffm@bostonbusinesslaw.com	tom@beemanlawoffice.com	hannah @blbglaw.com	sean@bbglaw.com	wallace@blbglaw.com	klaw@bbslaw.com	lschwab@bbslaw.com	pcostello@bbslaw.com	tgaa@bbslaw.com	itaylor@binghammchale.com wmosby@binghammchale.com	mrichards@blankrome.com	
COUNTRY PHONE	616-742-3930	317-236-1313	317-236-1313	616-742-3936	317-236-1313	617-422-0200	765-640-1330	212-554-1411	212-554-1409	212-554-1429	650-857-9500	650-857-9500	650-857-9500	650-857-9500	317-635-8900	212-885-5000	
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CITY S	Grand Rapids MI	Indianapolis	Indianapolis	Grand Rabids MI			Anderson	New York	New York	New York NY	Palo Alto CA	Palo Alto CA	Palo Alto CA	Palo Alto CA	Indianapolis	New York NY	
ADDRESS2	Suite 500		_	Suite 500		9th Floor	Suite 200	_	_	_	Suite 300	Suite 300	Suite 300	Suite 300		405 Lexington Avenue	
ADDRESS1	300 Ottawa Avenue, NW	11 S. Meridian Street	11 S. Meridian Street	300 Ottawa Avenue. NW	11 S. Meridian Street	155 Federal Street	33 West 10th Street	1285 Avenue of the Americas	1285 Avenue of the Americas	1285 Avenue of the Americas	2600 El Camino Real	2600 El Camino Real	2600 El Camino Real	2600 El Camino Real	t	The Chrylser Building	
CONTACT	John T. Gregg	(A)	Michael K. McCrory		L	Frank F. McGinn	Thomas M Beeman	Hannah E. Greenwald	John P. Coffey	Wallace A. Showman	Kenneth T. Law, Esq.	Lawrence M. Schwab, Esq.	φ.	Thomas M. Gaa	John E Taylor Whitney L Mosby	Marc E. Richards	
COMPANY	Barnes & Thornburg LLP	Barnes & Thornburg LLP	Barnes & Thornburg LLP	Barnes & Thornburg LLP	Barnes & Thornburg LLP	Bartlett Hackett Feinberg P.C.	Beeman Law Office	Bernstein Litowitz Berger & Grossman	Bernstein Litowitz Berger & Grossman	Bernstein Litowitz Berger & Grossman	Bialson, Bergen & Schwab	Bialson, Bergen & Schwab	Bialson, Bergen & Schwab	Bialson, Bergen & Schwab	Bingham McHale LLP	Blank Rome LLP	

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TAKIT TONGLION	Counsel to Freudenberg-NOK; General Partnership; Freudenberg- NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.; Lear Corporation; American Axle & Manufacturing, Inc.	Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp.	Counsel to Diemolding Corporation	Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp; Diemolding Corporation	Counsel to Decatur Plastics Products, Inc. and Eikenberry & Associates, Inc.; Lorentson Manufacturing, Company, Inc.; Lorentson Tooling, Inc.; L & S Tools, Inc.; Hewitt Tool & Die, Inc.	Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrisque Co., Ltd.	Counsel to Calsonic Kansei Noth America, Inc.; Calsonic Harrison Co., Ltd.	Creditor		Counsel to Oracle USA, Inc.; Oracle Credit Corporation	Counsel to Mercedes-Benz U.S. International, Inc	Attorneys for the Audit Committee of Dephi Corporation	Counsel to Engelhard Corporation	Counsel to Engelhard Corporation	Counsel to Brush Engineered materials	Counsel to Cascade Die Casting Group, Inc.	Counsel to STMicroelectronics, Inc.	Counsel to EagleRock Capital Management, LLC	
	rmcdowell@bodmanllp.com	chill@bsk.com	csullivan@bsk.com	sdonato@bsk.com	mtrentadue@boselaw.com odelatorre@boselaw.com	amcmullen@bccb.com	riones@bccb.com		dludman@brownconnery.com	schristianson@buchalter.com	7 mhall@burr.com	jeannine.damico@cwt.com	jonathan.greenberg@BASF.C OM	rusadi@cahill.com	jrobertson@caffee.com	rweisberg@carsonfischer.com	<u>cahn@clm.com</u>	ddeutsch@chadbourne.com	
	313-393-7592	315-218-8000	315-218-8000	315-218-8000	317-684-5000	615-252-2307	615-252-2307	00039-035-605- 529	856-812-8900	415-227-0900	(205) 458-5367	202-862-2452	212-701-3000	212-701-3000	216-622-8404	248-644-4840	212-732-3200	212-408-5100	
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	Detroit	Syracuse	Syracuse	Syracuse	Indianapolis	Nashville	Nashville	Bergamo	Woodbury	San Francisco	Birmingham	Washington	New York	New York	Cleveland	Birmingham	New York	New York	
	34th Floor	18th Floor	18th Floor	18th Floor	135 N Pennsylvania St	PO Box 34005	PO Box 34005			25th Floor	Suite 3100				800 Superior Ave	Third Floor			
	100 Renaissance Center	One Lincoln Center	One Lincoln Center	One Lincoln Center	2700 First Indiana PIz	1600 Division Street, Suite 700	1600 Division Street, Suite 700	Administration Department via Brembo 25	6 North Broad Street	333 Market Street	420 North Twentieth Street	1201 F St NW Ste 1100	80 Pine Street	80 Pine Street	1400 McDonald Investment Ctr	300 East Maple Road	2 Wall Street	30 Rockefeller Plaza	
	Ralph E. McDowell	Camille W. Hill	Charles J. Sullivan	Stephen A. Donato	Michael A Trentadue Carina M de la Torre	Austin L. McMullen	Roger G. Jones	Massimilliano Cini	Donald K. Ludman	Shawn M. Christianson	Michael Leo Hall	Jeannine D'Amico	Jonathan Greenberg	Robert Usadi	Jean R. Robertson, Esq.	Robert A. Weisberg	Aaron R. Cahn	Douglas Deutsch, Esq.	
	Bodman LLP	Bond, Schoeneck & King, PLLC	Bond, Schoeneck & King, PLLC	Bond, Schoeneck & King, PLLC	Bose McKinney & Evans LLP	Boult, Cummings, Conners & Berry, PLC	Boult, Cummings, Conners & Berry, PLC	Brembo S.p.A.	Brown & Connery, LLP	Buchalter Nemer, A Profesional Corporation	Burr & Forman LLP	Cadwalader Wickersham & Taft LLP		Cahill Gordon & Reindel LLP	Calfee, Halter & Griswold LLC	Carson Fischer, P.L.C.	ım LLP	Chadbourne & Parke LLP	

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 Counsel to 1st Choice Heating & Cooling, Inc.; BorgWamer Turbo Systems Inc.; Metaldyne Company, LLC	Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC	Counsel to ATS Automation Tooling Systems Inc.	Counsel to Arneses Electricos Automotrices, S.A.de C.V.; Cordaflex, S.A. de C.V.	Counsel to Bear, Steams, Co. Inc.: Citigoup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman Brothers, Inc.: Merfill Lynch & Co.; Morgan Stanley & Co., Inc.; UBS Securities, I.C.	Counsel to Nova Chemicals, Inc.	Counsel to International Union, United Automobile, Areospace and Agriculture Implement Works of America (UAW)	Counsel to Floyd Manufacturing Co., Inc.	Counsel to Brazeway, Inc.	Counsel to ORIX Warren, LLC	Counsel to Contrarian Capital Management, L.L.C.	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Coompany; Attorneys for Columbia Industrial	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Coompany	Special Counsel to the Debtor	Counsel to Nisshinbo Automotive Corporation	Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut. Inc.
japplebaum@clarkhill.com				maofiling@ cash.com		ivitale@cwsny.com beeccotti@cwsny.com	srosen@cb-shea.com	Elliott@cmplaw.com	jwisler@cblh.com	mlee@contrariancapital.com istanton@contrariancapital.co m wraine@contrariancapital.com	Pretekin@coollaw.com	Pretekin@coollaw.com	sjohnston@cov.com	swalsh@chglaw.com	dpm@curtinheefner.com
313-965-8300	313-965-8300	313-965-8572	212-225-2000	212-225-2000	412-297-4706	212-356-0238	860-493-2200	734-971-9000	302-658-9141	203-862-8200 (230) 862-8231	937-223-8177	937-223-8177	212-841-1005	248-457-7000	215-736-2521
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Detroit	Detroit	Detroit	New York	New York	Pittsburgh	New York	Hartford	Ann Arbor	Wilmington	Greenwich	Dayton	Dayton	New York	Troy	Morrisville
Suite 3500	Suite 3500	Suite 3500			15th Floor			Suite 400	P.O. Box 2207	Suite 225	Suite 600	Suite 600		101 W. Big Beaver r Road	Φ
500 Woodward Avenue	500 Woodward Avenue	500 Woodward Avenue	One Liberty Plaza	One Liberty Plaza	11 Stanwix Street	330 West 42nd Street	100 Pearl Street, 12th Floor	350 South Main Street	1007 N. Orange Street	411 West Putnam Avenue	33 West First Street	33 West First Street	620 Eighth Ave	Tenth Floor Columbia Center	250 N. Pennslvvania Avenue
Joel D. Applebaum	Shannon Deeby	Robert D. Gordon	Deborah M. Buell	James L. Bromlev	Thomas D. Maxson	Joseph J. Vitale Babette Ceccotti	Scott D. Rosen, Esq.	Bruce N. Elliott	Jeffrey C. Wisler, Esq.	Mark Lee, Janice Stanton, Bill Raine, Seth Lax	Ronald S. Pretekin	Ronald S. Pretekin	Susan Power Johnston Aaron R. Marcu	Sean M. Walsh, Esq.	Daniel P. Mazo
Clark Hill PLC	Clark Hill PLC	Clark Hill PLLC	Cleary Gottlieb Steen & Hamilton LLP	Cleary, Gottlieb, Steen & Hamilton I.P	sby, P.C.	Cohen, Weiss & Simon LLP	Cohn Birnbaum & Shea P.C.	Conlin, McKenney & Philbrick, P.C.	Connolly Bove Lodge & Hutz LLP Jeffrey C. Wisler, Esq.	Contrarian Capital Management, L.L.C.	Coolidge, Wall, Womsley & Lombard Co. LPA	Coolidge, Wall, Womsley & Lombard Co. LPA		armarco, P.C.	Curtin & Heefner, LLP

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PARTY / FUNCTION	Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.	Counsel to Relco, Inc.; The Durham Companies, Inc.	Co-Counsel for David Gargis, Jimmy Mueller, and D. Keith Livingston	Counsel to Marshall E. Campbell Company	Counsel to IBJTC Business Credit Corporation, as successor to IBJ Whitehall Business Credit Corporation		Counsel to The Procter & Gamble Company		B Gounsel to SPCP Group LLC	Counsel to Penske Truck Leasing	Counsel to Penske Truck Leasi ad Co., L.P. and Quaker Chemical Corporation	Counsel to Vanguard Distributors Inc.	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST. Corporation; Nichicon (America) Corporation; Taiho Corporation of America: America: America, Ltd.; SL. America, Inc.; Sagami America, Ltd.; S. America, Inc.; S. Enessee, LLC;	Counsel to ACE American	Counsel to ACE American		Representative for Electronic Data Systems Corporation	Assistant General Counsel to Entergy Services, Inc	Counsel to Doshi Prettl International, LLC
EMAIL	rsz@curtinheefner.com					carol sowa@denso-diam.com	john.persiani@dinslaw.com	richard.kremen@dlapiper.com	<u>iguerrier@dreierllp.com</u>		david.aaronson@dbr.com	janice.grubin@dbr.com	ii.		wmsimkulak@duanemorris.co			akatz@entergy.com	Counsel to Doshi dfreedman@ermanteicher.com International, LLC
PHONE	215-736-2521	716-856-5500	205-343-1771	973-966-6300	212-297-5800	248-372-8531	513-977-8200	410-580-3000	212-328-6100	215-988-2700	215-988-2700	212-248-3140	250	913-424-2000	215-979-1000	302-425-0430	212-715-9100		248-827-4100
COUNTRY																			
7IIZ	19067	14202-4096	35401	07962-1945	10036	48086	45202	21209-3600	10022	19103	19103	10005-1116	0770	40402	19103-4196	19801	75024	70113	48034
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5	Morrisville	Buffalo	Northboot	Morristown	New York	Southfield	reet Cincinnati	nue Baltimore	New York	Philadelphia	Philadelphia	New York	, in the second	Newal N	Philadelphia	Wilmington		New Orleans	Southfield
ADDRESSZ		298 Main Street	Ste 1104				255 East Fifth Street Cincinnati	6225 Smith Avenue	14th FI				, , , , , , , , , , , , , , , , , , ,	Saile 1200		Suite 1360	Mail Stop H3-3A-05		Ste. 444
ADDRESSI	250 N. Pennsiyvania Avenue	, 1000 Cathedral Place	519 Eneray Center Blyd	P.O. Box 1945	7 Times Square	24777 Denso Drive	1900 Chemed Center	The Marbury Building	499 Park Ave	18th and Cherry Streets	18th and Cherry Streets	140 Broadway 39th FI	AAA Dagad Aa	744 DIOAG Sifeet	30 South 17th Street	300 Delaware Avenue	5400 Legacy Dr.	639 Loyola Ave 26th FI	400 Galleria Officentre
CONTROL	Robert Szwajkos	, William F. Savino		Richard M. Meth	Ronald S. Beacher Conrad K. Chiu	Carol Sowa	John Persiani	Richard M. Kremen Maria Ellena Chavez- Ruark	Maura I. Russell Wendy G. Marcari	Andrew C. Kassner	David B. Aaronson	Janice B. Grubin	ciliano di	Mossephili. Lefilkii	Wendy M. Simkulak Esa	Michael G. Busenkell	Ayala Hassell	Alan H. Katz	David H. Freedman
COMPANY	Curtin & Heefner, LLP	Damon & Morey LLP	David P. Martin	Day Pitney LLP	Day Pimey LLP	onal America, Inc.	Dinsmore & Shohl LLP	DLA Piper Rudnick Gray Cary US Maria Ellena Chavez- LLP	Dreier LLP	Drinker Biddle & Reath LLP	Drinker Biddle & Reath LLP	Drinker Biddle & Reath LLP		Duane Monis LLF	Duane Morris II P	Eckert Seamans Cherin & Mellott LLC	Electronic Data Systems Corporation		Erman, Teicher, Miller, Zucker & Freedman. P.C.

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Counsel to Jon Ballin	Counsel to Aluminum International, Inc.	Counsel to Federal Express Corporation	Counsel to Pillarhouse (U.S.A.)	oursel to Intermet Cornection	Counsel to Kuss Corporation	Counsel to Frost & Vound P	Counsel to Ernst & Young LLP	Counsel to M&Q Plastic Products, Inc.	Counsel to M&Q Plastic Products, Inc.	Counsel to Southwest Metal Finishing, Inc.	Counsel to Southwest Research Institute Attorney for Solvay Fluorides, LLC	Counsel to Southwest Research Institute	16 Attorney's for Tecnomec S.r.L.	Counsel to Epcos, Inc.	Counsel to Wells Manufacturing Counsel to Wells Manufacturing Counsel to Wells Manufacturing Counsel to MasTec Inc.	Counsel to UGS Corp.	Counsel to UGS Corp.	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Locage 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832	Counsel to Thermotech Company	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
gettelman@e-hlaw.com	Inewman@fagelhaber.com	charles@filardi-law.com	tdonovan@finkgold.com	deracich@folox.com	imurch@foley.com	isimon@foley.com	mo	fstevens@foxrothschild.com	EI	ftrikkers@rikkerslaw.com	drosenzweig@fulbright.com	mparker@fulbright.com	rcarrillo@gsblaw.com	dcrapo@gibbonslaw.com	bhoover@goldbergsegalla.com	abrilliant@goodwinproctor.com Counsel to UGS Corp.	cdruehl@goodwinproctor.com	bmehisack@qkilaw.co <u>m</u>	pbilowz@goulstonstorrs.com	leisenhofer@gelaw.com
516-227-6300	312-346-7500	203-562-8588	212-344-2929	313-234-7100	312-832-4500	313-234-7100	212-682-7474	212-682-7575	609-348-4515	608-848-6350	212-318-3000	210-224-5575	212-965-4511	973-596-4523	716-566-5400	212-813-8800	212-813-8800	212-269-2500	617-482-1776	212-755-6501
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77 Main Street New	40th Floor Chic	Second Floor New			Suite 2800 Chic	vard Ave		Suite 800 New	Suite 400 Atla	P.O. Box 930555 Verona	New	San	New	Newark	Buffalo	New	New	4th Floor New	Boston	650 Fifth Avenue New
c/o Premium Cadillac	55 East Monroe	65 Trumbull Street	26 Broadway	500 Woodward Ave Suite	321 North Clark Street	One Detroit Center	90 Park Avenue	13 East 37th Street	1301 Atlantic Avenue	419 Venture Court	666 Fifth Avenue	300 Convent St Ste 2200	100 Wall St 20th FI	One Gateway Center	665 Main St Ste 400	599 Lexington Avenue	599 Lexington Avenue	17 State Street	400 Atlantic Avenue	45 Rockefeller Center
Gary Ettelman	Lauren Newman	Charles J. Filardi, Jr., Esa.	Ted J Donovan	David & Dragich	Jill L. Murch	A dolo	Michael P. Richman	Fred Stevens	Michael J. Viscount, Jr.		David A Rosenzweig	Michael M Parker	Roberto Carrillo	David N. Crapo	Attn Bruce W Hoover	Allan S. Brilliant	Craig P. Druehl	Barbara S. Mehlsack	Peter D. Bilowz	Jay W. Eisenhofer
Ettelman & Hochheiser, P.C.	Fagel Haber LLC	Filardi Law Offices LLC	Finkel Goldstein Rosenbloom & Nash I I P	Follow & Landboor II D	Foley & Lardner LLP	Foley & Lardner II D	Foley & Lardner LLP	Fox Rothschild LLP	Fox Rothschild LLP	Frederick T. Rikkers	Fulbright & Jaworski LLP	Fulbright & Jaworski LLP	Garvey Schubert Barer	Gibbons P.C.	Goldberg Segalla LLP	Goodwin Proctor LLP	Goodwin Proctor LLP	Gorlick, Kravitz & Listhaus, P.C.	Goulston & Storrs, P.C.	Grant & Eisenhofer P.A.

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PARTY / FUNCTION	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10	Counsel to Grote Industries; Batesville Tool & Die; PIA Group; Reliable Castings	Counsel to Samtech Corporation	Counsel to Samtech Corporation	Counsel to ARC Automotive, Inc.		Counsel to Pacific Gas Turbine Center, LLC and Chromalloy Gas Turbine Corporation; ARC Automotive, Inc	Counsel to Alliance Precision Plastics Corporation	Counsel to Baker Hughes Incorporated; Baker Petrolite Corporation		(2)		Counsel to Canon U.S.A., Inc. and Schmidt Technology GmbH	Counsel to Hewlett-Packard Company	Counsel to Hewlett-Packard Company
EMAIL	snirmul@qelaw.com	mrr@previant.com	tch@previant.com	mdebbeler@graydon.com	diconzam@gtlaw.com	neyens@gtiaw.com	ipb@greensfelder.com	herb.reiner@quarantygroup.co <u>m</u>	cbattaqlia@halperinlaw.net ahalperin@halperinlaw.net idvas@halperinlaw.net	riclark@hancocklaw.com	heinwand@aol.com	judith.elkin@haynesboone.com	lenard.parkins@haynesboone. com kenric.kattner@haynesboone.oom	timothy.mehok@hellerehrman. com	prubin@herrick.com	anne.kennelly@hp.com	ken.higman@hp.com
PHONE	302-622-7000	414-271-4500	414-271-4500	513-621-6464	212-801-9200	713-374-3500	314-241-9090	214-360-2702	212-765-9100	315-471-3151	212-725-7338	212-659-7300	713-547-2000	212-832-8300	212-592-1448	650-857-6902	714-940-7120
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СПУ	Wilmington	Milwaukee	Milwaukee	Cincinnati	New York	Houston	St. Louis	Dallas	New York	Svracuse	New York	New York	Houston	New York	New York	Palo Alto	Anaheim
ADDRESS2	Suite 2100	Suite 202	Suite 202	511 Walnut Street	200 Park Avenue	Suite 1800	Suite 200		9th Floor	PO Box 4976	Suite 2418	Suite 4900	1221 McKinney, Suite 2100	Seven Times Square			Suite 400
ADDRESS1	1201 North Market Street	1555 N. RiverCenter Drive	1555 N. RiverCenter Drive	an 1900 Fifth Third Center	MetLife Bldg	1000 Louisiana	10 S. Broadway	8333 Douglas Avenue	555 Madison Avenue	1500 Tower I	350 Fifth Avenue	153 East 53rd Street	1 Houston Center	Times Square Tower	2 Park Avenue	3000 Hanover St., M/S 1050	2125 E. Katella Avenue
CONTACT	Sharan Nirmul	C. Matthew R. Robbins	C. Timothy C. Hall		Maria J. DiConza	Shari L. Heyen Cherie Macdonald	J. Patrick Bradley	Herb Reiner	Alan D. Halperin Christopher J.Battaglia Julie D. Dyas	R John Clark Esa	Harris D. Leinwand	Judith Elkin	Lenard M. Parkins Kenric D. Kattner	Timothy Mehok	Paul Rubin	Anne Marie Kennelly	Kenneth F. Higman
COMPANY	Grant & Eisenhofer P.A.	Gratz, Miller & Brueggeman, S.C.	Graz, Miller & Brueggeman, S.C.	Graydon Head & Ritchey LLP	Greenberg Traurig, LLP	Greensfelder, Hemker & Gale,	P.C.	Guaranty Bank	Halperin Battaqlia Raicht, LLP	Hancock & Estabrook LLP	Harris D. Leinwand	Haynes and Boone, LLP	Haynes and Boone, LLP	Heller Ehrman LLP	Herrick, Feinstein LLP	Hewlett-Packard Company	Hewlett-Packard Company

CONTACT	ADDRESS1	ADDRESS2	CIIA	N N	ZIP	COUNTRY PHONE	EMAIL	Counsel to Hewlett-Packard
420 Mountain Avenue	venue		Murray Hill	Z	07974	908-898-4760	760 sharon.petrosino@hp.com	
300 South Salina Street	a Street	78	Syracuse	×	13221-4878	315-425-2716		
One M&T Plaza		Suite 2000	Buffalo	Ż	14203	716-848-1330	330 <u>ikreher@hodgsonruss.com</u>	Counsel to Hexcel Corporation
230 Park Avenue		17th Floor	New York	ž	10169	212-751-4300	300 sgross@hodgsonruss.com	Counsel to Hexcel Corporation; Co-DC Counsel for Yazaki North America, DInc.
60 E 42nd St 37th Fl	Ē		New York	ž	10165-0150	212-661-3535	335 sgross@hodgsonruss.com	Co-Counsel for Yazaki North America, Inc.
Columbia Square		555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109	202-637-5677	577 ecdolan@hhlaw.com	Counsel to Umicore Autocat Canada Corp.
875 Third Avenue			New York	ž	10022	212-918-3000	000 sagolden@hhlaw.com	Counsel to XM Satellite Radio Inc.
1700 Lincoln		Suite 4100	Denver	8	80203	303-861-7000	000 elizabeth.flaagan@hro.com	Counsel to CoorsTek, Inc.; Corus, L.P.
2290 First National Building	Building	660 Woodward Avenue	Detroit	M	48226	313-465-7314	314 <u>dbaty@honigman.com</u>	Counsel to Fujitsu Ten Corporation of America
2290 First National Building	Suilding	660 Woodward Avenue	Detroit	≅	48226	313-465-7548	48 [sable@honigman.com	Counsel to Valeo Climate Control Corp.; Valeo Electrical Systems, Thic Motors and Actuators Division; Valeo Electrical Systems Inc Wilpers Division; Valeo Switches & Detection System, Inc. [17]
2290 First National Building	ding	660 Woodward Ave	Detroit	Σ	48226	313-465-7488	188 Imurphy@honigman.com	Attorneys for Guide Corporation and Lightsource Parent Corporation
2290 First National Building	ding	660 Woodward Avenue Ste 2290	Detroit	≅	48226	313-465-7626	326 sdrucker@honigman.com	
39400 Woodward Ave		Ste 101	Bloomfield Hills	M	48304-5151	248-723-0396	<u>Igretchko@howardandhoward.</u> 396 <u>com</u>	Intellectual Property Counsel for Delphi Corporation, et al.
3101 Tower Creek Parkway	cway	Ste 600 One Tower Creek	Atlanta	G A	30339	678-384-7000	000 Imcbryan@hwmklaw.com	Counsel to Vanguard Distributors, Inc.
Energy Plaza, 30th Floor	or	sryan Street	Dallas	ĭ	75201	214-979-3000	000 mmassad@hunton.com	Counsel to RF Monolithics, Inc.
Energy Plaza, 30th Floor	or	1601 Bryan Street	Dallas	ĭ	75201	214-979-3000	000 sholmes@hunton.com	Counsel to RF Monolithics, Inc.
1300 Liberty Building			Buffalo	Ν	14202	716-849-8900	900 aee@hurwitzfine.com	Counsel to Jiffy-Tite Co., Inc.
One American Square		Box 82001	Indianapolis	Z	46282-0200	317-236-2100	100 Ben.Caughey@icemiller.com	Counsel to Sumco, Inc.
1730 North First Street	et	M/S 11305	San Jose	5	95112	408-501-6442	442 greg.bibbes@infineon.com	General Counsel & Vice President for Infineon Technologies North America Corporation
2529 Commerce Drive	Ф	Suite H	Kokomo	Z	46902	765-454-2146	46 jeffery.gillispie@infineon.com	Global Account Manager for Infineon Technologies North America
234 South Extension Road	Road		Mesa	AZ	85201		<u>heather@inplaytechnologies.c</u> om	Creditor

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PARTY / FUNCTION	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; Internationa Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832	Counsel to Trutron Corporation	Counsel to Port City Die Cast and Port City Group Inc	Counsel to SPX Corporation (Contech Division), Alcan Rolled Products-Ravenswood, LLC, Tenneco Inc. and Contech LLC	Counsel to WL. Ross & Co LLC	Counsel to TDK Corporation America and MEMC Electronic Materials, Inc.	Counsel to InPlay Technologies Lac	Counsel to Solution Recovery C	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, onto behalf of themselves and a dagent persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States Pand the Delphi Personal Savings Plan for Houty-Rate Employees in the United States	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Gremotyaes in the United States Employees in the United States Plan for Hourly-Rate Employees in the United States	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America
EMAIL	<u>rgriffin@iuoe.org</u>		JRS@Parmenterlaw.com	peterson@jenner.com	sifriedman@ionesdav.com		rsmolev@kayescholer.com	kcookson@keglerbrown.com		ggotto @ kellerrohrback.com	
Y PHONE	202-429-9100	248-351-3000	231-722-1621	312-222-9350	212-326-3939	312-902-5200	212-236-8000	614-426-5400	206-623-1900	602-248-0088	212-358-1500
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СПУ	Washington	Southfield	Muskegon	Chicago	New York	Chicago	New York	Columbus	Seattle	Phoenix	New York
ADDRESS2		Suite 2500	PO Box 786					Suite 1800	Suite 3200	3101 North Central Avenue, Suite 900	7th Floor
ADDRESS1	1125-17th Avenue, N.W.	27777 Franklin Road	601 Terrace Street	One IBM Plaza	222 East 41st Street	525 West Monroe Street	425 Park Avenue	65 East State Street	1201 Third Avenue	National Bank Plaza	113 University Place
CONTACT	Richard Griffin	Paige E. Barr	Parmenter O'Toole	Ronald R. Peterson	Scott J. Friedman	John P. Sieger, Esq.	Richard G Smolev	Kenneth R. Cookson	Lynn Lincoln Sarko Cari Campen Laufenberg Erin M. Rily	Gany A. Gotto	Larry Magarik
COMPANY	International Union of Operating Engineers	Jaffe, Raitt, Heuer & Weiss, P.C.	James R Scheuerle	Jenner & Block LLP	Jones Dav	Katten Muchin Rosenman LLP	Kaye Scholer LLP	Kegler, Brown, Hill & Ritter Co., LPA	Keller Rohrback L.L.P.	Keller Rohrback P.L.C.	Kennedy, Jennick & Murray

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PARTY / FUNCTION	Counsel to The International Union Counsel to The Ord Electronic, Salaried, Machine and Furniture Workers - Communications Workers of	America	Counsel to The International Unior of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America	5	Counsel to KPMG LLP	Counsel to Lunt Mannufacturing Company	Counsel to Wilmington Trust Company, as Indenture trustee	Counsel to Entergy	Counsel to for Millwood, Inc.	Counsel to DaimlerChrysler Corporation; DaimlerChrylser Motors Company, LLC; DaimlerChryser Canada, Inc.	1	Counsel to Parlex Corporation	Counsel to Linamar Corporation	UCC Professional	UCC Professional		7 CC Professional	UCC Professional	Counsel to A-1 Specialized Services and Supplies Inc	Counsel to Freescale	Semiconductor, Inc. 1/K/a Motorola Semiconductor Systems (U.S.A.)	Inc.	Counsel to Freescale Semiconductor, Inc. flNa Motorola Semiconductor Systems (U.S.A.) Inc.	Counsel to Linear Technology Corporation	austin.bankruptcy@publicans.c Counsel to Cameron County,		Larrant County	Authorities: Cypress-Fairbanks Independent School District, City c	IBIT 5
EMAIL		sjennik@kjmlabor.com	tkennedv@kimlahor.com	_	2100 sdabney@kslaw.com	2000 jstempel@kirkland.com	1812 efox@klng.com	(302) 552-4200 dbrown@klettrooney.com	700 sosimmerman@kwgd.com	617 iav selanders @kurakrock.com	Ť	knorthup@kutchinrufo	3518 smcook@lambertleser.com	200 erika.ruiz@lw.com	200 henry.baer@lw.com	384 mark.broude@lw.com	200 michael.riela@lw.com	200 mitchell.seider@lw.com	230 <u>mkohayer@aol.com</u>			1427 <u>rcharles@Irlaw.com</u>	s756 sfreeman@Irlaw.com	900 jengland@linear.com			00 89 0m	houston bankruptcy@publics <u>s.com</u>	
PHONE		212-358-1500	212-358-1500	1	212-556-2100	312-861-2000	212-536-4812	(302) 552-	330-497-0700	816-502-4617	617-542-3000	617-542-3000	989-893-3518	212-906-1200	212-906-1200	212-906-1384	212-906-1200	212-906-1200	610-738-1230			520-629-4427	602-262-5756	408-432-1900	512-447-6675	4 4 6	214-880-0089	713-844-3478	
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ADDRESS2		7th Floor	7th Floor		S			1000 West Street, Suite 1410	P.O. Box 36963		Suite 620	Suite 620	PO Box 835									Suite 700	Suite 1900	1630 McCarthy Blvd.	P.O. Box 17428	0007	Suite 1600		
ADDRESS1		113 University Place	113 I Iniversity Place	Control of the contro	1185 Avenue of the Americas	200 East Randolph Drive	599 Lexington Avenue	The Brandywine Building	4775 Munson Street N.W.	1010 Grand Blvd Ste 500	Two Center Plaza	Two Center Plaza	309 Davidson Building	885 Third Avenue	885 Third Avenue	885 Third Avenue	885 Third Avenue	885 Third Avenue	22 N Walnut Street			One South Church Street	40 North Central Avenue	General Counsel for Linear Technology Corporation	1949 South IH 35 (78741)		Z3Z3 Bryan Street	P.O. Box 3064	
CONTACT		Susan M. Jennik	Thomas Kennedy	H. Slayton Dabney, Jr.	Bill Dimos	Jim Stempel	Edward M. Fox	DeWitt Brown	Sam O. Simmerman	Jav Selanders	Edward D. Kutchin	Kerry R. Northrup	د Susan M. Cook	Erika Ruiz	Henry P. Baer, Jr.	Mark A. Broude	Michael J. Riela	Mitchell A. Seider	Michael O'Hayer Esq		: :	Rob Charles, Esq.	Susan M. Freeman, Esq.	John England, Esq.	Diane W. Sanders		Elizabeth Weller	John P. Dillman	
COMPANY		Kennedy, Jennick & Murray	Kennertv Jennick & Murrav	former of the control	King & Spalding, LLP	Kirkland & Ellis LLP	Kirkpatrick & Lockhart Nicholson Graham LLP	Klett Rooney Lieber & Schorling	Krugliak, Wilkins, Griffiths & Dougherty CO., L.P.A.	Kutak Rock LI P	Kutchin & Rufo, P.C.	Kutchin & Rufo, P.C.	Lambert. Leser, Isackson, Cook & Guinta, P.C.	Latham & Watkins	Latham & Watkins	Latham & Watkins	Latham & Watkins	Latham & Watkins	Law Offices of Michael O'Hayer		:	Lewis and Roca LLP	Lewis and Roca LLP	Linear Technology Corporation	Linebarger Goggan Blair & Sampson, LLP	Linebarger Goggan Blair &	sampson, LLP	Linebarger Goggan Blair & Sampson, LLP	

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Counsel to Creditor The Internublic	Group of Companies, Inc. and Proposed Auditor Deloitte & Touche, LLP	Counsel to Industrial Ceramics Corporation	Counsel to Methode Electronics,	Counsel to Sedgwick Claims Management Services Inc.	Counsel to Sedgwick Claims Management Services, Inc. and	Methode Electronics, Inc.	Counsel to Daewoo International (America) Corp.	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississinori Raifeisen	Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP	Counsel to Cerberus Capital Management, L.P.	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississipnir Raffissen	Kapitalanlage-Gesellschaft m.b. And Stichting Pensioenfords ABP	Counsel to Cerberus Capital Management, L.P.; AT&T	Counsel to AT&T Corporation	Counsel to Metro Fibres, Inc.	Attorney for Danice Manufacturing Co.	Representative for Madison Capital Management	Counsel to Venture Plastics	Counsel to H.E. Services Company and Robert Backie and Counsel to Cindy Palmer, Personal Representative to the Estate of
EMAIL	gschwed@loeb.com	whawkins@loeb.com		1		kwalsh@lordbissell.com	<u>bnathan@lowenstein.com</u>		ilevee@lowenstein.com			metkin@lowenstein.com		vdagostino@lowenstein.com	eqc@lvdenlaw.com			iml@ml-legal.com Imc@ml-legal.com	
	212-407-4000	212-407-4000	312,443-0370	312-443-1832	212-947-8304		212-262-6700		212-262-6700	973-597-2500		212-262-6700	0010	973-597-2500	419-867-8900	248-354-4030	303-957-4254	216-514-4935	
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ADDITION OF						26th Floor			18th Floor			18th Floor			Suite 101	Third Floor	Suite 200	Suite 250	
	345 Park Avenue	345 Park Avenue	115 South LaSalla Straat	115 South Lasalle Street		885 Third Avenue	1251 Avenue of the Americas		1251 Avenue of the Americas	65 Livingston Avenue		1251 Avenue of the Americas		65 Livingston Avenue		/wF		30100 Chagrin Boulevard	
	P. Gregory Schwed	William M. Hawkins	Timothy S McEadden	Timothy W Brink		Kevin J. Walsh	Bruce S. Nathan		Ira M. Levee	Kenneth A. Rosen		Michael S. Etikin	:: :	Scott Cargill Vincent A. D'Agostino	Erik G. Chappell	Alexander Stotland Esq	Joe Landen	Jeffrey M. Levinson, Esq. Leah M. Caplan, Esq.	
INGLINO	Loeb & Loeb LLP	Loeb & Loeb LLP	Pord Riccal & Brook	Lord Bissel & Brook		Lord, Bissel & Brook LLP	Lowenstein Sandler PC		Lowenstein Sandler PC	Lowenstein Sandler PC		Lowenstein Sandler PC	C C	Lowenstein Sandler PC	Lyden, Liebenthal & Chappell, Ltd.	Maddin, Hauser, Wartell, Roth & Heller PC	Madison Capital Management	Margulies & Levinson, LLP	

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PARTY / FUNCTION	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation, Nichicon (America) Corporation, Talho Corporation of America: American Alkoku Alpha, Inc.; Sagami America, Inc./SL Tennessee, LLC and Hosiden America Corporation	Counsel to Bank of America N A	Counsel to Bank of America N A	Counsel to Ward Products, LLC	Counsel to General Products Delaware Corporation	Counsel to Themselves (McCarthy Tetrault LLP)	Counsel for Temic Automotive of North America, Inc.	Counsel to Linear Technology Corporation, National Semiconductor Corporation;	oration	Counsel for Temic Automotive of North America, Inc.	Counsel to Republic Engineere Products, Inc.	Counsel to Republic Engineered Products, Inc.	Counsel to New Jersey Self- Insurers Guaranty Association	Counsel to Siemens Energy & Automation, Inc.	Counsel for CSX Transportation, Inc.	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	Counsel to Alps Automotive, Inc.
EMAIL	qsantella@masudafunai.com	igtougas@mayerbrownrowe.co	rdaversa@ maverbrown com	dadler@mccarter.com	eglas@mccarter.com	isalmas@mccarthy.ca Isalzman@mccarthy.ca	gravert@mwe.com	imsullivan@mwe.com	sselbst@mwe.com	shandler@mwe.com mquinn@mwe.com	sopincar@mcdonaldhopkins.com m	sriley@mcdonaldhopkins.com	jbernstein@mdmc-law.com	amccollough@mcguirewoods.coom	imaddock@mcguirewoods.co m dblanks@mcquirewoods.com	hkolko@msek.com	 peterson@msek.com	mmevers@mlq-pc.com
PHONE	312-245-7500	212-262-1910	212-262-1910	212-609-6800	913-622-4444	416-362-1812	212-547-5477	212-547-5477	212-547-5400	312-372-2000	216-348-5400	216-348-5400	973-622-7711	804-775-1000	804-775-1000	212-239-4999	212-239-4999	415-362-7500
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СПУ	Chicago	New York	New York	New York	eet Newark	Toronto	New York	New York	New York	Chicago	Cleveland	Cleveland		Richmond	Richmond	New York	New York	San Francisco
ADDRESS2	Suite 2500				100 Mulberry Street	Suite 4700					Suite 2100	Suite 2100	100 Mulberry Street	901 East Cary Street	901 East Cary Street	Suite 501	Suite 501	Suite 1010
ADDRESS1	203 North LaSalle Street	1675 Broadway	1675 Broadway	245 Park Avenue, 27th Floor	Four Gateway Center	66 Wellington Street West	340 Madison Avenue	340 Madison Avenue	340 Madison Avenue	227 W Monroe St	600 Superior Avenue, E.	600 Superior Avenue, E.	Three Gateway Center	One James Center	One James Center	1350 Broadway	1350 Broadway	44 Montgomery Street
CONTACT	Garv D. Santella	Jeffrey G. Tougas	Raniero D'Aversa . Ir	David J. Adler, Jr. Esq.	, Esq.			James M Sullivan		Monica	_	Shawn M. Riley, Esq.		sd	John H Maddock IIII, Daniel F Blanks	Hanan Kolko	Lowell Peterson, Esq.	Merle C. Meyers
COMPANY	Masuda Funai Eifert & Mitchell, Ltd.	Maver Brown Rowe & Maw II P	Mayer Brown Rowe & Maw II P	McCarter & English, LLP	McCarter & English, LLP	McCarthy Tetrault LLP	McDermott Will & Emery LLP	McDermott Will & Fmery II P	McDermott Will & Emery LLP	McDermott Will & Emery LLP	McDonald Hopkins Co., LPA	McDonald Hopkins Co., LPA	McElroy, Deutsch, Mulvaney & Carpenter, LLP	McGuirewoods LLP	McGuirewoods LLP	Meyer, Suozzi, English & Klein, P.C.	Meyer, Suozzi, English & Klein, P.C.	Meyers Law Group, P.C.

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NO CONTRACTOR	Counsel to Prince George County, Maryland	Counsel to Prince George County, Maryland	Attorney General for State of Michigan, Department of Treasury	Assistant Attorney General for Worker's Compensation Agency	Attorney General for Worker's Compensation Agency	Counsel to Michigan Heritage Bank; MHB Leasing, Inc.	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminim Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologis LLL and Adell Plastics, Inc.	Counsel to Pridgeon & Clay. Inc.	Counsel to Wells Operating Partnership, LP	Counsel to Niles USA Inc.; Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems	Counsel to Hitachi Automotive Products (USA), Inc. and Conceria Pasubio	Counsel to Molex Connector Corp	Counsel to ITT Industries, Inc.; Hitachi Chemical (Singapore), Ltd.	Counsel to Hitachi Chemical (Singapore) Pte, Ltd.	Counsel to Sumitomo Corporation	Counsel to Standard Microsystems Corporation and its direct and indirect subsidiares Oasis SiliconSystems AG and SMSC NA Automotive, LLC (successor-in- interst to Oasis Silicon Systems,
	emeyers@mrrlaw.net	rrosenbaum@mrrlaw.net	<u>miag@michigan.gov</u>	<u>raterinkd@michigan.gov</u>	miag@michigan.gov	idonahue@miheritage.com	<u>trenda @ milesstockbridge.com</u>	sarbt@millerjohnson.com		fusco@millercanfield.com	piricotta@mintz.com pricotta@mintz.com	Jeff.Ott@molex.com	agottfried@morganlewis.com	mzelmanovitz@morganlewis.com	resterkin@morganlewis.com	Becketf@morithook.com
	301-699-5800	301-699-5800	313-456-0140	517-373-1820	517-373-1820	248-538-2529	410-385-3418	616-831-1748	313-496-8452	313-496-8435	617-542-6000	630-527-4254	212-309-6000	212-309-6000	213-612-1163	746 977 OUC
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11 - 11 - 21 1000	Avenue, Suite 400	6801 Kenilworth Avenue, Suite 400	3030 W. Grand Blvd., Suite 10-200			Ste 200		Suite 800, PO Box 306	Suite 2500	Suite 2500						
	Berkshire Building	Berkshire Building	Cadillac Place	PO Box 30736	PO Box 30736	28300 Orchard Lake Rd	10 Light Street	250 Monroe Avenue, N.W.	150 W. Jefferson Avenue	150 W. Jefferson Avenue	One Financial Center	2222 Wellington Ct.	101 Park Avenue	101 Park Avenue	300 South Grand Avenue	
	M. Evan Meyers	Robert H. Rosenbaum		Dennis J. Raterink	Michael Cox	Janice M. Donahue	Thomas D. Renda	Thomas P. Sarb Robert D. Wolford	Jonathan S. Green	Timothy A. Fusco	Paul J. Ricotta	Jeff Ott	Andrew D. Gottfried	Menachem O. Zelmanovitz	Richard W. Esterkin, Esq.	3 7 7 7
	Meyers, Kodbell & Kosenbaum, P.A.	Meyers, Rodbell & Rosenbaum, P.A.	Michael Cox	Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Michigan Heritage Bank	Miles & Stockbridge, P.C.	Miller Johnson	Miller, Canfield, Paddock and Stone, P.L.C.	d, Paddock and	Mintz, Levin, Cohn, Ferris Glovsky and Pepco, P.C.	Molex Connector Corp	Morgan, Lewis & Bockius LLP	Morgan, Lewis & Bockius LLP	Morgan, Lewis & Bockius LLP	Moritt Hock Hamroff & Horowitz

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Counsel to Blue Cross and Blue Shield of Michigan	Counsel to Texas Instruments Incorporated	Counsel to Lankfer Diversified Industries, Inc.	Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real			Counsel to Datwyler Rubber & Delaytics, Inc.; Datwyler, Inc.; Datwyler i/o devices (Americas) Inc.; Rothrist Tube (USA), Inc.		Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaff m.b.H and Stichting Pensioenfords ABP	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Rafielisen Kapitalanlage-Gesellschaff m.b.H and Stichting Pensioenfords ABP	Counsel to WL. Ross & Co., LLC	cahope@chapter13macon.com Office of the Chapter 13 Trustee
mdallago@morrisoncohen.com	rurbanik@munsch.com jwielebinski@munsch.com drukavina@munsch.com	sandy@nlsg.com	Knathan@nathanneuman.com			george.cauthen@nelsonmullin 5 s.com	tracy.richardson@dol.lps.state. ni.us	bbeckworth@nixlawfirm.com	iangelovich@nixlawfim.com	susanwhatley@nixlawfirm.com	dgheiman@jonesday.com	cahope@chapter13macon.co
212-735-8757	214-855-7590 214-855-7561 214-855-7587	616-977-0077	248-351-0099	513-455-2390	303-384-7550	803-7255-9425	609-292-1537	903-645-7333	903-645-7333	903-645-7333	216-586-3939	478-742-8706
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New York	Dallas	Grand Rapids	Southfield	Cincinnati	Golden	Columbia	Trenton	Daingerfield	Daingerfield	Daingerfield	Cleveland	Macon
	500 North Akard Street	Suite 600	Surie 260		Legal Office, Mail Stop 1734	PO Box 11070	25 Market St P.O. Box 106					
909 Third Avenue	3800 Lincoln Plaza	2025 East Beltline, S.E.	29100 Northwestern Highway	995 Dalton Avenue	1617 Golden Blvd	1320 Main Street, 17th Floor	R.J. Hughes Justice Complex	205 Linda Drive	205 Linda Drive	205 Linda Drive	901 Lakeside Avenue	P.O. Box 954
Michael R. Dal Lago	Raymond J. Urbanik, Esq., Joseph J. Wielebinski, Esq. and Davor Rukavina, Esq.	Sandra S. Hamilton	Kenneth A. Nathan		Marty Noland Principal Attorney	George B. Cauthen	Tracy E Richardson Deputy Attorney General	Bradley E. Beckworth	Jeffrey J. Angelovich	Susan Whatley	David G. Heiman	Camille Hope
Morrison Cohen LLP	Munsch Hardt Kopf & Harr, P.C.	Nantz, Litowich, Smith, Girard & Hamilton, P.C.	Nathan, Neuman & Nathan, P.C.			Nelson Mullins Riley & Scarborough	New Jersey Attorney General's Office Division of Law	Nix, Patterson & Roach, L.L.P.	Nix, Patterson & Roach, L.L.P.	Nix, Patterson & Roach, L.L.P.	North Point	Office of the Chapter 13 Trustee

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PAKIY / FUNCTION	Counsel to The Texas Comptroller of Public Accounts	Attorney for State of Ohio, Environmental Protection Agency	Company	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.	Counsel to Westwood Associates, Inc.	Counsel to Westwood Associates, Inc.	Counsel for Essex Group, Inc.	Counsel for Essex Group, Inc.	Attorneys for Fry's Metals Inc. and Specialty Coatings Systems Eff	Attorneys for F&G Multi-Slide Incompleted Tool & Die Co. Inc.	Counsel to Merrill Lynch, Pierce Fenner & Smith, Incorporated	Counsel to Noma Company and General Chemical Performance Products LLC	Counsel to Noma Company and General Chemical Performance Products LLC	Counsel to Ambrake Corporation	Assistant Attorney General for State of Michigan, Department of Treasury	Counsel for Illinois Tool Works Inc., Illinois Tool Works for Hobart Brothers Co., Hobart Brothers Company, ITW Food Equipment Group LLC and Tri-Mark, Inc.	Counsel to Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)	
	jay.hurst@oag.state.tx.us	msutter@ag.state.oh.us		aenglund@orrick.com		iguy@orrick.com	rwyron@orrick.com	mseidl@pszilaw.com	Rfeinstein@pszjlaw.com Ischarf@pszjlaw.com	dwdykhouse@pbwt.com	spaethlaw@phslaw.com		ddavis@paulweiss.com		sshimshak@paulweiss.com	housnerp@michigan.gov	kmavhew@pepehazard.com	aaronsona @pepperlaw.com	
	512-475-4861	614-466-2766	978-901-5025	212-506-5187	415-773-5700	202-339-8400	202-339-8400	302-652-4100	212-561-7700	212-336-2000	937-223-1655	212-373-3000	212-373-3000	212-373-3000	212-373-3133	313-456-0140	203-319-4022	215-981-4000	
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5	Austin	Columbus	Billerica	New York	San Francisco	Washington	Washington	Wilmington	New York	New York	Dayton	New York	New York	New York	New York	Detroit	Southport	Pniladelphia	
		30 E Broad St 25th Fl				1152 15th St NW	1152 15th St NW	P.O. Box 8705		9			(0)	(0)		3030 W. Grand Blvd., Suite 10-200		Eighteenth & Arch Streets	
	P.O. Box 12548	Principal Assistant Attorney General Environmental Enforcement Section	44 Manning Road	666 Fifth Avenue	405 Howard Street	Columbia Center	Columbia Center	919 N. Market Street, 17th Floor	780 Third Avenue, 36th Floor	1133 Avenue of the Americas	130 W Second St Ste 450	1285 Avenue of the Americas	1285 Avenue of the Americas	1285 Avenue of the Americas	1285 Avenue of the Americas	Cadillac Place	30 Jelliff Lane	3000 Two logan Square	
	Jay W. Hurst	c/o Michelle T. Sutter	Michael M. Zizza, Legal Manager	Alyssa Englund, Esg.	Frederick D. Holden, Jr., Esq.	Jonathan P. Guy	Richard H. Wyron	Michael R. Seidl	Robert J. Feinstein Ilan D. Scharf	David W. Dykhouse Phyllis S. Wallit	Paul H. Spaeth	Andrew N. Rosenberg Justin G. Brass	Douglas R. Davis	Elizabeth R. McColm	Stephen J. Shimshak		Kristin B. Mayhew	Anne Marie Aaronson	
	Office of the Texas Attorney General	Ohio Environmental Protection Agency	h, Inc.	ton & Sutcliffe LLP	Orrick, Herrington & Sutcliffe LLP	Orrick, Herrington & Sutcliffe LLP Jonathan P. Guy	Orrick, Herrington & Sutcliffe LLP Richard H. Wyron	Pachulski Stang Ziehl & Jones LLP	Pachulski Stang Ziehl & Jones LLP	Patterson Belknap Webb & Tyler LLP	Paul H. Spaeth Co. LPA	arton &	Paul, Weiss, Rifkind, Wharton & Garrison		Paul, Weiss, Rifkind, Wharton & Garrison	Peggy Housner	Pepe & Hazard LLP	Pepper, Hamilton LLP	

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Counsel to Capro, Ltd. Teleffex Automotive Manufacturing Corporation and Teleffex Incorporated d/b/a Teleffex Morse (Capro) Counsel to SKE USA Inc.	Codisei to shr osh, iiic.	Counsel to SKF USA, Inc.	Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland Gmbh; FCI Italia S. p.A.		Counsel to Ideal Tool Company, Inc.	Counsel to Clarion Corporation of America, Hyundai Motor Compary and Hyundai Motor America	Counsel to MeadWestvaco Corporation, MeadWestvaco Saph Carolina LLC and MeadWestvaco Virginia Corporation	Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Viginia Corporation	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation		Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.
00 javallf@pepperlaw.com	_	00 caseyl@pepperlaw.com	imanheimer@pieroeatwood.co 00 <u>m</u>	kcunningham@pierceatwood.c. 0 om	77 rip@pbandg.com	00 karen.dine@pillsburylaw.com	margot.erlich@pillsburvlaw.co 00 m	00 mark houle@pillsburylaw.com	richard.epling@pillsburylaw.co 00 <u>m</u>	00 robin.spear@pillsburylaw.com)6 bsmoore@pbnlaw.com	6 <u> ismairo@pbnlaw.com</u>
215-981-4000	JCO-111-20C	215-981-4000	207-791-1100	207-791-1100	724-981-1397	212-858-1000	212-858-1000	714-436-6800	212-858-1000	212-858-1000	973-538-4006	973-538-4006
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Philadelphia Wilminorton	Malling Brown	Philadelphia	Portland	Portland	Sharon	New York	New York	Costa Mesa	New York	New York	Morristown	Morristown
Eighteenth & Arch Streets PO Box 1709	Fightoonth & Arch	Eignteenth & Arch Streets						Ste 550			P.O. Box 1997	P.O. Box 1997
 3000 Two logan Square 1313 Market Street	1313 Mainet Stieet	3000 Two logan Square	One Monument Square	One Monument Square	54 Buhl Blvd	1540 Broadway	1540 Broadway	650 Town Center Drive	1540 Broadway	1540 Broadway	100 Southgate Parkway	100 Southgate Parkway
Francis J. Lawall Henry Jaffe	rielliy Jalle	Linda J. Casey	Jacob A. Manheimer	Keith J. Cunningham		Karen B. Dine	Margot P. Erlich	Mark D. Houle	Richard L. Epling	Robin L. Spear	Brett S. Moore, Esq.	John S. Mairo, Esq.
Pepper, Hamilton LLP Penner Hamilton II P	reppet, transition cer	Pepper, Hamilton LLP	Pierce Atwood LLP	Pierce Atwood LLP	Pietragallo Bosick & Gordon LLP	Pilisbury Winthrop Shaw Pittman LLP	Pilisbury Winthrop Shaw Pittman LLP	Pilisbury Winthrop Shaw Pittman LLP	Pillsbury Winthrop Shaw Pittman LLP	Pilisbury Winthrop Shaw Pittman LLP	Porzio, Bromberg & Newman, P.C.	Porzio, Bromberg & Newman, P.C.

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NO LONG	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; Internationa Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10		Representative to DASE	Counsel to QAD, Inc.	Counsel to Quadrangle Debt Recovery Advisors LLC		Counsel to Quadrangle Group LLC	Counsel to Semiconductor Components Industries, Inc.	Counsel to Offshore International, Inc.; Maquilas Teta Kawi, S.A. de C.V.; On Semiconductor Corporation	Counsel for Flambeau Inc.	Counsel to Semiconductor	Components Industries, Inc.	Corporation, Stategic Asset Finance.	Counsel to Microsoft Corporation: Microsoft Licensing, GP	Counsel to Mary P. O'Neill and Thiam P. O'Neill	Counsel to ICX Corporation	Riverside Claims LLC	Counsel to Blue Cross Blue Shield of South Carolina	Attorneys for D-J, Inc.	Attorneys for D-J, Inc.	Counsel to JAE Electronics, Inc. Counsel for Pamela Gellar	Counsel to Russell Reynolds Associates. Inc.	Counsel to Infineon Technologies North America Corporation	Counsel to Moody's Investors Service	Counsel to Moody's Investors Service	Counsel to Dott Industries, Inc.
	jh@previant.com mgr@previant.com		enrique.bujidos@es.pwc.com	ikp@qad.com	andrew.herenstein@quadranglegroup.com	patrick.bartels@quadranglegro	up.com	jharris@quarles.com	<u>knye@quarles.com</u>	rlp@quarles.com		sgoldber@quarles.com	elazarou@reedsmith.com	jshickich@riddellwilliams.com	icrotty@rieckcrottv.com	mscott@riemerlaw.com	holly@regenca	amathews@robinsonlaw.com	gregory.kaden@ropesgray.co m	marc.hirschfield@ropesgray.co m	tslome@rsmlp.com	rtrack@msn.com	agelman@sachnoff.com			$\frac{\text{dweiner@schaferandweiner.co}}{\underline{m}}$
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	Suite 202		40				Turo Morth	I wo North Central Avenue	·	_	th Central	Avenue	29th Street	Suite 4500	Suite 3390		Suite 206						40th Floor			Suite 100
	1555 N. RiverCenter Drive		Almagro	10,000 Midlantic Drive	375 Park Avenue, 14th Floor	027F Dool 8	375 Park Avenue, 14th Floor	Renaissance One	One South Church Street	33 E Main St Ste 900		Kenaissance One	599 Lexington Avenue	1001 4th Ave.	55 West Monroe Street	Three Center Plaza	2109 Broadway	P.O. Box 944	One International Place	45 Rockefeller Plaza	333 Earle Ovington Boulevard Suite 901	26 Broadway. 17th Floor	10 South Wacker Drive	230 Park Avenue	230 Park Avenue	40950 Woodward Ave.
	Jill M. Hartley and Marianne G. Robbins		Enrique Bujidos	Jason Pickering, Esq.	Andrew Herenstein	1000	Patrick Barrels	John A. Harris	Kasey C. Nye	Roy Prange		Scott K. Goldberg	Elena Lazarou	Joseph E. Shickich, Jr.	Jerome F Crottv	Mark S. Scott	Holly Rogers	Annemarie B. Mathews	Gregory O. Kaden	Marc E. Hirschfield	Thomas R. Slome	Charles E. Boulbol, P.C.	Charles S. Schulman			Daniel Weiner
	Previant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C.		PriceWaterHouseCoopers	QAD, Inc.	Quadrangle Debt Recovery Advisors LLC		Quadrangle Group LLC	Quaries & Brady Streich Lang LLP	Quarles & Brady Streich Lang LLP	Quarles & Brady Streich Lang LLP	Quarles & Brady Streich Lang	7	Reed Smith	Riddell Williams P.S.	Rieck and Crotty PC	Riemer & Braunstein LLP	Riverside Claims LLC	Robinson, McFadden & Moore, P.C.	Ropes & Gray LLP	Ropes & Gray LLP	Rosen Slome Marder I.I.P	Russell Revnolds Associates, Inc. Charles E. Boulbol, P.C.	Sachnoff & Weaver, Ltd	Satterlee Stephens Burke & Burke	Satterlee Stephens Burke & Burke LLP	Schafer and Weiner PLLC

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PARTY / FUNCTION	Counsel to Dott Industries, Inc.	Counsel to Dott Industries, Inc.	Counsel to Means Industries	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raffeisen Kapitalanlage-Gesellschaff m.b.H and Stichting Pensioenfords ABP	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raffeisen Kapitalanlage-Gesellschaff m.b.H and Stichting Pensioenfords ABP	Counsel to Panasonic Autommotive Systems Company of 5 America	Counsel to Panasonic Automotive Systems Company of America Company of	Counsel to D.C. Capital Partners. L.P.	Counsel to Murata Electronics T North America, Inc.; Fujikura L America, Inc.	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.	Counsel to le Belier/LBQ Foundry S.A. de C.V.	Counsel to Source Electronics, Inc.	Counsel to Milwaukee Investment Company	Counsel to Gary Whitney	Counsel to International Rectifier Corp. and Gary Whitney	Counsel to Gary Whitney	Counsel to International Rectifier Corp.	Counsel to Gulf Coast Bank & Trust Company	Counsel to Gulf Coast Bank & Trust Company	Counsel to Hewlett-Packard Financial Services Company
EMAIL	hborin@schaferandweiner.com	rheilman@schaferandweiner.c	egeekie@schiffhardin.com	<u>myamoff@sbclasslaw.com</u>	shandler@sbclasslaw.com	james.bentley@srz.com	michael.cook@srz.com	carol.weiner.levy@srz.com		rdremluk@seyfarth.com	whanlon@seyfarth.com	bharwood@sheehan.com	lawtoll@comcast.net	ewaters@sheppardmullin.com	msternstein@sheppardmullin.c	tcohen@sheppardmullin.com	twardle@sheppardmullin.com	rthibeaux@shergarner.com	rthibeaux@shergarner.com	asherman@sillscummis.com
TRY PHONE	248-540-3340	248-540-3340	312-258-5635	610-667-7056	610-667-7706	212-756-2273	212-756-2000	212-756-2000	404-885-1500	212-218-5500	617-946-4800	603-627-8139	248-358-2460	212-332-3800	212-332-3800	213-620-1780	213-620-1780	225-757-2185	504-299-2100	212-643-7000
ZIP COUNTRY	48304	48304	90909	19087	19087	10022	10022	10022	30309-2401	10018-1405	02210	03105-3701	48075	10112	10112	90071	90071	70809	70112-1033	10112
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СПУ	Bloomfield Hills	Bloomfield Hills	Chicago	Radnor	Radnor	New York	New York	New York	Atlanta	New York	Boston	Manchester	Southfield	New York	New York	es		Baton Rouge		New York
ADDRESS2	Suite 100	Suite 100							Suite 700		Two Seaport Lane, Suite 300	P.O. Box 3701	Suite 2550	24th Floor	24th Floor		48th Floor	Suite 650		
ADDRESS1	40950 Woodward Ave.	40950 Woodward Ave.	7500 Sears Tower	280 King of Prussia Road	280 King of Prussia Road	919 Third Avenue	919 Third Avenue	919 Third Avenue	1545 Peachtree Street, N.E.	620 Eighth Ave	World Trade Center East	1000 Elm Street	2000 Town Center	30 Rockefeller Plaza	30 Rockefeller Plaza	333 South Hope Street	333 South Hope Street	5353 Essen Lane	909 Poydras Street	30 Rockefeller Plaza
CONTACT	Howard Borin	Ryan Heilman	Eugene J. Geekie, Jr.	Michael Yarnoff	Sean M. Handler	James T. Bentley	Michael L. Cook	Carol Weiner Levy	Paul M. Baisier, Esq.	Robert W. Dremluk	William J. Hanlon	Bruce A. Harwood	Sheldon S. Toll	Eric Waters	Malani J. Sternstein	Theodore A. Cohen	Theresa Wardle	Robert P. Thibeaux	Robert P. Thibeaux	Andrew H. Sherman
COMPANY	Schafer and Weiner PLLC	Schafer and Weiner PLLC	Schiff Hardin LLP	Schiffrin & Barroway, LLP	Schiffrin & Barroway, LLP	Schulte Roth & Sabel LLP	Schulte Roth & Sabel LLP	Schulte Roth & Zabel LLP	Seyfarth Shaw LLP	Seyfarth Shaw LLP	Seyfarth Shaw LLP	Sheehan Phinney Bass + Green Professional Association	Sheldon S. Toll PLLC	Sheppard Mullin Richter & Hampton LLP	Sheppard Mullin Richter & Hampton LLP	Sheppard Mullin Richter & Hampton LLP	Sheppard Mullin Richter & Hampton LLP	Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Sills, Cummis Epstein & Gross, P.C.

COMPANY	CONTACT	ADDRESS1	ADDRESSZ	5	OIAIE	ZIP	COUNTRY PHONE	EMAIL	PAKIT / FUNCTION	5
Sills, Cummis Epstein & Gross, P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	ž	10112	212-643-7000	0 jzackin@sillscummis.com	Counsel to Hewlett-Packard Financial Services Company	-44
Sills, Cummis Epstein & Gross, P.C.	Valerie A Hamilton Simon Kimmelman	650 College Rd E		Princeton	2	08540	609-227-4600		Counsel to Doosan Infracore America Corp.	481-
Silver Point Capital. L.P.	Chaim J. Fortgang	Two Greenwich Plaza	1st Floor	Greenwich	CT :	06830	203-542-4216			-rdc
Simon, Stella & Zingas, PC	Stephen P. Stella	422 W Congress Ste 400		Detroit	≅	48226	313-962-6400 X225		Counsel to Motor City Electric	
Smith, Gambrell & Russell, LLP	Barbara Ellis-Monro	1230 Peachtree Street, N.E.	Suite 3100	Atlanta	GA	30309	404-815-3500		Counsel to Southwire Company	Dod
Smith, Katzenstein & Furlow LLP	Kathleen M. Miller	800 Delaware Avenue, 7th Floor	P.O. Box 410	Wilmington	DE	19899	302-652-8400	0 kmiller@skfdelaware.com	Counsel to Airgas, Inc.	: 21
Sonnenschein Nath & Rosenthal LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	ž	10020	212-768-6700	0 <u>fyates@sonnenschein.com</u>	Counsel to Molex, Inc. and INA USA, Inc. and United Plastics Group	L454
Sonnenschein Nath & Rosenthal LLP	Monika J. Machen	8000 Sears Tower	233 South Wacker Drive	Chicago	<u>_</u>	90909	312-876-8000	0 mmachen@sonnenschein.com	Counsel to United Plastics Group	-40
Sonnenschein Nath & Rosenthal LLP	Robert E. Richards	8000 Sears Tower	233 South Wacker Drive	Chicago		90909	312-876-8000			Fi
Squire Sanders & Dempsey	G Christopher Meyer	4900 Key Tower	127 Public Sq	Cleveland	HO	44114-1304	216-479-8500	0 cmeyer@ssd.com	Counsel for the City of Dayton, Ohio	
Squire, Sanders & Dempsey L.L.P.	G. Christopher Meyer	4900 Key Tower	127 Public Sq	Cleveland	픙	44114	216-479-8692	2 cmeyer@ssd.com	Counsel to Furukawa Electric Col Ltd. And Furukawa Electric North America, APD Inc.	07/1
State of California Office of the Attorney General	Sarah E. Morrison	Deputy Attorney General	300 South Spring Street Ste 1702	Los Angeles	5	90013	213-897-2640	0 sarah.morrison@doj.ca.gov	Attorneys for the State of Califords Department of Toxic Substances Control	
State of Michigan Department of Labor & Economic Growth, Unemployment Insurance Agenoy	Roland Hwang Assistant Attorney General	3030 W. Grand Boulevard	Suite 9-600	Detroit	×	48202	313-456-2210	0 hwangr@michigan.gov	Assistant Attorney General for L State of Michigan, Unemployment Tax Office of the Department of Labor & Economic Growth, Unemployment Insurance Agency	Entered
Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	Ž	40245	502-245-0322			
Stein, Rudser, Cohen & Magid LLP	Robert F. Kidd	825 Washington Street	Suite 200	Oakland	CA	94607	510-287-2365		Counsel to Excel Global Logistics,	
Sterns & Weinroth, P.C.	Jeffrey S. Posta Michael A Spero Simon Kimmelman Valerie A Hamilton	50 West State Street, Suite 1400	PO Box 1298	Trenton	ΓN	08607-1298	609-392-2100		Counsel to Doosan Infracore America Corp.	/11 09
Stevens & Lee, P.C.	Chester B. Salomon, Esq. Constantine D. Pourakis, Esq.	485 Madison Avenue	20th Floor	New York	ž	10022	212-319-8500	cs@stevenslee.com cp@stevenslee.com	Counsel to Tonolli Canada Ltd.; VJ Technologies, Inc. and V.J. ElectroniX, Inc.	
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106	816-842-8600			
Stites & Harbison PLLC	Madison L.Cashman	424 Church Street	Suite 1800	Nashville	z i	37219	615-244-5200		Counsel to Setech, Inc.	ХН
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	z	3/219	615-244-5200	0 madison.cashman@stites.com	Counsel to Setech, Inc.	Ŗ

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PARTY / FUNCTION	Counsel to WAKO Electronics (USA), Inc., Ambrake Corporation, and Akebona Corporation (North America)	Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties Properties Counsel to Wren Industries, Inc.	Counsel to Select Industries Corporation and Gobar Systems, Inc.	Tennesse Department of Revenue	Counsel to Maxim Integrated Products, Inc.	Counsel to TT Electronics, Plc T	Co-Counsel for David Gargis, 120 Co-Counsel for David Gargis, Dimmy Mueller, and D. Keith Dimmston	Legal Department of The	Representative for Timken Corporation	Counsel to STMicroelectronics, Inc.	Counsel to Victory Packaging Counsel to Victory Packaging		Counsel to Royberg, Inc. d/b/a Precision Mold & Tool and d/b/a Precision Mold and Tool Group	General Counsel and Company Secretary to TI Group Automotive Systems LLC	Counsel to Bank of Lincolnwood	Counsel to Barnes Group, Inc.	Counsel to McAlpin Industries, Inc.	Counsel to Union Pacific Railroad Company	
EMAIL	wbeard@stites.com loucourtsum@stites.com	khansen@stroock.com ferrell@raftlaw.com		marvin.clements@state.tn.us	ddraper@terra-law.com	iforstot@tpw.com	3)	niizeki.tetsuhiro@furukawa.co.j	P robert.morris@timken.com	rhett.campbell@tklaw.com	ira.herman@tklaw.com	dquaid@tcfhlaw.com efiledocketgroup@fagelhaber.c	ephillips@thurman- phillips.com	tguerriero@us.tiauto.com	jlevi@toddlevi.com	jwilson@tylercooper.com	OM OM	mkilgore@UP.com	
PHONE	502-681-0448 502-587-3400	212-806-5400 513-381-2838	513-381-2838	615-532-2504	408-299-1200	212-912-7679	516-228-3533		330-438-3000	713-654-1871	212-751-3045	312-580-2226	210-341-2020	586-755-8066	212-308-7400	860-725-6200	585-258-2800	402-544-4195	
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СПУ	Louisville	New York Cincinnati	Cincinnati	Nashville	San Jose	New York	East Meadow			Houston	New York Dallas	Chicago	San Antonio	Warren	New York	Hartford	Rochester	Omaha	
ADDRESS2		Suite 1800	Suite 1800	PO Box 20207	Suite 200			2-Chrome, Chiyoda-	PO Box 6927	Suite 3300	39th Floor Suite 3300		Suite 1000		Suite 1202	35th Floor		MC 1580	
ADDRESS1	400 West Market Street	180 Maiden Lane 475 Wahuri Street	425 Walnut Street	c/o TN Attorney General's Office, Bankruptcy Division	60 S. Market Street	Two World Financial Center	90 Merrick Ave Ste 400	6 1 Morrisonobi	1835 Dueber Ave. SW	333 Clay Street	919 Third Avenue	55 E Monroe 40th Fl	8000 IH 10 West	12345 E Nine Mile Rd	444 Madison Avenue	City Place	300 Bausch & Lomb Place	1400 Douglas Street	
CONTACT	W. Robinson Beard, Esq.	Kristopher M. Hansen		ن		stot	er Esa			Rhett G. Cambell	Ira L. Herman John S. Brannon	Esq				W. Joe Wilson	Helen Zamboni		
COMPANY	Stites & Harbison, PLLC	Stroock & Stroock & Lavan, LLP Taff. Stetrinius & Hollister I.I.P	Taft. Stettinius & Hollister LLP	Tennessee Department of Revenue	Terra Law LLP	Thacher Proffitt & Wood LLP	Thaler & Gertler LLP	Ho Chittoda Cuchimia odt	The Timpken Corporation BIC - 08	Thompson & Knight	Thompson & Knight LLP Thompson & Knight LLP	Thompson Cobum LLP d/b/a Thompson Cobum Fagel Haber	Thurman & Phillips, P.C.	TI Group Automotive Systms LLC Timothy M. Guerriero	Todd & Levi, LLP	Tyler, Cooper & Alcorn, LLP	Underberg & Kessler, LLP	Union Pacific Railroad Company Mary Ann Kilgore	

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	Co-Counsel to Tower Automotive, Inc.	Counsel to Capital Research and	Management Company Coursel to Canital Research and	Management Company	Counsel to Nissan North America, Inc.	Counsel to Nissan North America,	Counsel to Robert Bosch Corporation; Counsel to Daewoo International Corp and Daewoo International (America) Corp	Counsel to Compuware Corporation	Counsel to Behr Industries Corp.	Counsel to Toshiba America Electronic Components, Inc.	Counsel to Orbotech, Inc.	eeu	Counsel to Appaloosa Management, LP	Counsel to Appaloosa Management, LP	Counsel to Schunk Graphite Technology	Counsel for Delphi Sandusky ESOP	Counsel to National Instruments Corporation	Counsel to Metal Surfaces. Inc.	Counsel to Metal Surfaces Inc	Counsel to Armacell	Counsel to Toyota Tsusho America, Inc. and Karl Kufner, KG aka Karl Kuefner, KG	Counsel to Toyota Tsusho America, Inc.
	msmcelwee@varnumlaw.com	()	EAKIeinnaus@wirk.com	RGMason@wlrk.com	david.lemke@wallerlaw.com	robert.welhoelter@wallerlaw.c	atoerina@wni.com	mcruse@wni.com	growsb@wnj.com	lekvall@wgllp.com	aordubegian@weineisen.com	gpeters@weltman.com	gkurtz@ny.whitecase.com guzzi@whitecase.com dbaumstein@ny.whitecase.co <u>m</u>	tlauria@whitecase.com featon@miami.whitecase.com	barnold@whdlaw.com	imoennich @wickenslaw.com		mwinthrop@winthropcouchot.c	sokeefe@winthropcouchot.co		pjanovsky@zeklaw.com	skrause@zeklaw.com
LIGINE	616-336-6827		212-403-1000	212-403-1000	615-244-6380	615-244-6380	616-752-2185	248-784-5131	616-752-2158	714-966-1000	310-203-9393	614-857-4326	212-819-8200	305-371-2700	414-273-2100	440-930-8000	214-745-5400	949-720-4100	949-720-4100	336-574-8058	212-223-0400	212-223-0400
COUNIRY	352		061	150									787		394	592						
SIAIE	49501-0352		10019-6150	10019-6150	37219	37219	49503	48075	49503	92626	29006	43215	10036-2787	33131	53202-4894	44011-1262	75270	92660	09926	27402	10022	10022
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5	Grand Rapids	:	New York	New York	Nashville	Nachville	Grand Rapids	Southfield	Grand Rapids	Costa Mesa	Los Angeles	Columbus	New York	Miami	Milwaukee	Avon	Dallas	Newbort Beach	Newbort Beach	Greensboro	New York	New York
ADDRESSE	P.O. Box 352				Suite 2700	Sinite 2700	111 Lyon Street, N.W.	Suite 2700	111 Lyon Street, N.W.	Suite 950	#1150	Suite 900	Ø	200 South Biscayne Blvd., Suite 4900	Suite 1900		1201 Elm Street	4th Floor	4th Floor	Suite 1900		
ADDRESSI	Bridgewater Place		51 West 52nd Street	51 West 52nd Street	511 Union Street	511 Union Street	900 Fifth Third Center	2000 Town Center	900 Fifth Third Center	650 Town Center Drive	1925 Century Park East	175 South Third Street	1155 Avenue of the Americas	Wachovia Financial Center	555 East Wells Street	35765 Chester Rd		660 Newport Center Drive	660 Newbort Center Drive	300 North Greene Street	575 Lexington Avenue	575 Lexington Avenue
CONIACI	Michael S. McElwee	- - - - -	Emil A. Kleinnaus	Richard G. Mason	David E. Lemke, Esq.	Robert Welhoelter Eco 511 Injon Street	Gordon J. Toering	Michael G. Cruse	Stephen B. Grow	Lei Lei Wang Ekvall	Aram Ordubegian	Geoffrey J. Peters	Glenn Kurtz Gerard Uzzi Douglas Baumstein	Thomas Lauria Frank Eaton	Bruce G. Arnold	James W Moennich Esq	R. Michael Farquhar	Marc. J. Winthrop	Sean A. O'Keefe	Lillian H. Pinto	Peter Janovsky	Stuart Krause
COMPANY	Varnum, Riddering, Schmidt & Howlett LLP		Wacntell, Lipton, Rosen & Katz	Wachtell, Lipton, Rosen & Katz	Waller Lansden Dortch & Davis, PLLC	Waller Lansden Dortch & Davis,	Wamer Norcross & Judd LLP	Warner Norcross & Judd LLP	Warner Norcross & Judd LLP	Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP	Weinstein, Eisen & Weiss LLP	Weltman, Weinberg & Reis Co., L.P.A.	White & Case LLP	White & Case LLP	Whyte, Hirschboeck Dudek S.C.	Wickens Herzer Panza Cook & Batista Co	Winstead Sechrest & Minick P.C.	Winthrop Couchot Professional Corporation	Winthrop Couchot Professional	Womble Carlyle Sandridge & Rice, PLLC	Zeichner Ellman & Krause LLP	Zeichner Ellman & Krause LLP

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	PARTY / FUNCTION	Counsel to Airgas, Inc.	Vice President of Administration for Akebono Corporation		Counsel to APS Clearing, Inc.	Counsel to Kamax L.P.; Optrex America, Inc.	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation	Counsel to United Power, Inc.	Counsel to Computer Patent Annuities	~ >	Rockledge, Inc., Norsk Hydro Canada, Collinc., Emhart Technologies LLL and Adello		Counsel to Averitt Express, Inc.	Counsel to Harco Industries, Inc.; Harcot Brake Systems, Inc.; Dayton Supply & Tool Coompany	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool	Coompany	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.	Counsel to DaimlerChrysler Corporation; DaimlerChrylser Motors Company, LLC; DaimlerChrylser Canada, Inc.	
	PHONE	610-230-3064	248-489-7406	212-692-8251	512-314-4416	313-496-1200	317-635-8900	303-295-0202				212-826-8800	615-321-0555	937-223-8177		937-223-8177	212-696-8898	212-696-6065	248-576-5741	
	ZIP	19087- 8675	48331	10167	78746	48226	46204	80202				10017	37203	45402		45402	10178-	10178-	48326- 2766	
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	CITY	Radnor	Farminton Hills	New York	Austin	Detroit	Indianapolis	Denver				New York	Nashville	Dayton		Dayton	New York	New York	Auburn Hills	
	ADDRESS2	P.O. Box 6675		26th Floor	Suite B-220	Suite 1900	Suite 2700					17th Floor		Suite 600		Suite 600			1000 Chrysler Drive	
	ADDRESS1	259 Radnor-Chester Road, Suite 100	34385 Twelve Mile Road	245 Park Avenue	1301 S. Capital of Texas Highway	535 Griswold	10 West Market Street	1433 Seventeenth Street				140 East 45th Street	1812 Broadway	33 West First Street		33 West First Street	101 Park Avenue	101 Park Avenue	CIMS 485-13-32	
	CONTACT	David Boyle	Alan Swiech	Leigh Walzer	Andy Leinhoff Matthew Hamilton	James P. Murphy	Michael J Alerding	Steven E. Abelman			Dorothy H. Marinis-	Riggio	Amy Wood Malone	Steven M. Wachstein		Sylvie J. Derrien	Andrew M. Thau	David S. Karp	Kim Kolb	
	COMPANY	Airgas, Inc.	Akebono Corporation North America	Angelo, Gordon & Co.	APS Clearing, Inc.	Berry Moorman P.C.	Bingham McHale LLP	Cage Williams & Abelman, P.C.				Calinoff & Katz, LLp	Colbert & Winstead, P.C.	Coolidge, Wall, Womsley & Lombard Co. LPA		Coolidge, Wall, Womsley & Lombard Co. LPA	Curtis, Mallet-Prevost, Colt & Mosle LLP	Curtis, Mallet-Prevost, Colt & Mosle LLP	DaimlerChrysler Corporation	

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	PARTY / FUNCTION	Counsel to Tvz-All Plastics. Inc.: Co-	Counsel to Tower Automotive, Inc.	Attorneys for Tremond City Barrel Fill PRP Group	Counsel to Tremont City Barrel Fill PRP Group	Counsel to Aluminum International, Inc.	Counsel to Ryder Integrated Logistics, Inc.	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Ratieisen Kapitalandag-Gesellschaft with Hand Stichting Boosingefords ABD		Data Danata Danata Composition	Corporation, et al.	Counsel to Vanguard Distributors, Inc. ¹		roup North America	Operations, Inc.	General Counsel to Jason Incorporated	Counsel to Peggy C. Brannon, Bay County Tax Collector	Counsel to the Pension Benefit Guaranty Corporation	Counsel to the Pension Benefit Guaranty Corporation	Counsel to KPMG LLP	Counsel to Entergy	Counsel to Enteray	UCC Professional	Counsel to Dallas County and Tarrant County	Counsel to Methode Electronics, Inc.
	PHONE		212-682-4940	248-203-0523	312-627-2171	312-346-7500	305-349-2300	302,622,7000	24.2 62.2 62.0	717-037-0300	248-723-0396	678-384-7000	410-255-4300		419-255-4300		850-763-8421	212-808-7800	212-808-7800	212-556-2100	(302) 552-4200	(302) 552-4200	212-906-1200	214-880-0089	312-443-0370
	ZIP		10017	48304	90909	60603	33131	000000000000000000000000000000000000000	- 60	10000	40304- 5151	30339	13621	1 00	43024	53202	32401	10178	10178	10036	19801	19801	10022	75201	60603
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	CITY		New York	Bloomfield Hills	Chicago	Chicago	Miami	Wilminaton		NO MON	Bloomfield Hills	Atlanta	Cholor	- H	Opelo	Milwaukee	Panama City	New York	New York	New York	Wilmington	Wilminaton	New York	Dallas	Chicago
	ADDRESS2				Suite 2300	40th Floor	Suite 4400	ori: .0		Severi IIIIes Square	Ste 101	Ste 600 One Tower Creek	1700 Capton Avenue		1700 Canton Avenue	Suite 2120					1000 West Street, Suite 1410	1000 West Street, Suite 1410		Suite 1600	
	ADDRESS1	630 Third Avenue. 7th	Floor	39577 Woodward Ave Ste 300	10 Wacker	55 East Monroe	100 S.E. 2nd Street	1201 North Market Stroot	H Company	IIIIes Oduale Lowel	39400 Woodward Ave	3101 Tower Creek Parkway	One Capton Square		One canton square	411 E. Wisconsin Ave	239 E. 4th St.	101 Park Avenue	101 Park Avenue	1185 Avenue of the Americas	The Brandywine Building	The Brandywine Building	885 Third Avenue	2323 Bryan Street	115 South LaSalle Street
	CONTACT		Gerard DiConza, Esq.	Brendan G Best Esq	Gregory J. Jordan	Gary E. Green	Craig P. Rieders, Esq.	Coofficer O larvie		Callell Sildillall	Lisa S Gretchko	Louis G. McBryan	John Hinter		Beth Klimczak,	General Counsel	Jerry W. Gerde, Esq.	Mark I. Bane	nerstein	H. Slayton Dabney, Jr. Bill Dimos	DeWitt Brown	Eric L. Schnabel	John W. Weiss	Elizabeth Weller	Timothy S. McFadden
	COMPANY		DiConza Law, P.C.	Dykema Gossett PLLC	Dykema Gossett PLLC	Fagel Haber LLC	Genovese Joblove & Battista, P.A.	Granhofer D A			Howard & Howard Attorneys PC	Howick, Westfall, McBryan & Kaplan, LLP	Hinter & Schank Co DA		Hunter & Schank Co. LPA	Jason, Inc.	Johnston, Harris Gerde & Komarek, P.A.	Kelley Drye & Warren, LLP	Kelley Drye & Warren, LLP	King & Spalding, LLP	Klett Rooney Lieber & Schorling	Klett Roonev Lieber & Schorling	Latham & Watkins	Linebarger Goggan Blair & Sampson, LLP	Lord, Bissel & Brook

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PAKIY / FUNCTION	Counsel to Sedgwick Claims Management Services, Inc.	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.	Counsel to Siemens Logistics Assembly Systems, Inc.	Paralegal Collection Specialist for Miami- Dade County	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada,	Inc., Emhart Technologies LL Plastics, Inc.	Counsel to Rotor Clip Company, Inc.	Counsel to WL. Ross & Co., LLC	Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services	Counsel to Ambrake Corpora Corporation		Corporate Secretary for Profe Technologies Services	Counsel to Jason Incorporated, Sackner Products Division	Counsel to Republic Enginee Inc.	Counsel to Brembo S.p.A; Bibielle S.p.A.; AP Racing	Counsel to Infineon Technologies North America Corporation	Counsel to Dott Industries, Inc.	Counsel to Means Industries	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
PHONE	312-443-1832	212-947-8304	212-812-8340	804-775-1178	305-375-5314		410-385-3418	908-722-0700	216-586-3939	312-849-2020	212-373-3157		989-385-3230	973-621-3200	330-670-3004	213-312-2000	312-207-1000	248-540-3340	312-258-5500	860-251-5811
ZIP	60603	10022-	10022- 4802	23219- 4030	33130		21202	08876	44114	60601	10019-	45423	48734	07102	44333	90071	90909	48304	99009	06103-
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CITY	Chicago	New York	New York	Richmond	Miami		Baltimore	Somerville	Cleveland	Chicago	New York	Dayton	Frankenmuth	Newark	Akron	Los Angeles	Chicago	Bloomfield Hills	Chicago	Hartford
ADDRESS2		26th Floor	26th Floor	901 East Cary Street	Suite 1403			P.O. Box 1018		Suite 2230				1st Floor		Suite 1100	40th Floor	Suite 100		
ADDRESS1	115 South LaSalle Street	885 Third Avenue	885 Third Avenue	One James Center	140 West Flagler Street		10 Light Street	721 Route 202-206	901 Lakeside Avenue	161 N. Clark Street	1285 Avenue of the Americas	2700 Kettering Tower	P.O. Box #304	One Riverfront Plaza	3770 Embassy Parkway	515 South Flower Street Suite 1100	10 South Wacker Drive	40950 Woodward Ave.	6600 Sears Tower	One Constitution Plaza
CONTACT	Timothy W. Brink	Kevin J. Walsh	Rocco N. Covino	Elizabeth L. Gunn	Metro-Dade Paralegal Unit		Kerry Hopkins		Michelle M. Harner	Michael C. Moody		Esq	John V. Gorman	Richard P. Norton	Joseph Lapinsky	Christopher Norgaard		Max Newman	_	Jennifer L. Adamy
COMPANY	Lord, Bissel & Brook	Lord, Bissel & Brook LLP	Lord, Bissel & Brook LLP	McGuirewoods LLP	Miami-Dade County Tax Collector		Miles & Stockbridge, P.C.	Norris, McLaughlin & Marcus	North Point	O'Rourke Katten & Moody	Paul. Weiss. Rifkind. Wharton & Garrison	Pickrel Shaeffer & Ebeling	Professional Technologies Services	Reed Smith	Republic Engineered Products, Inc.	Ropers, Majeski, Kohn & Bentley	Sachnoff & Weaver, Ltd	Schafer and Weiner PLLC	Schiff Hardin LLP	Shipman & Goodwin LLP

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Delphi Corporation 2002 List

COMPANY	TONTACT	ADDRESS1	ADDRESS?	KIIS	STATE	dI2	PHONE	PARTY / FIINCTION
01 000	Lloyd B. Sarakin - Chief Counsel,		L	0 1 1			000 400	4481
Sony Electronics Inc.	Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	2	96970	201-930-7483	Counsel to sony Electronics, Inc.
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111- 3492		Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
								nsel to Bing Metals Group, Inc.:
								Gentral Transport International, Inc.;
		24901 Northwestern		:				(LINC); Universal Am-Can, Ltd.; Universal
Steinberg Shapiro & Clark	Mark H. Shapiro	Highway	Suite 611	Southfield	Ī	48075	248-352-4700	
								Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership: 1401 Troy
								Associates Limited Partnership c/o Etkin
								Brighton Limited Partnership; DPS
				:				in
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	×	10038	212-806-5400	
Swidler Berlin LLP	The Was Robert N. Steinwurtzel Harbour	The Washington	3000 K Street, N.W. Suite 300	Washington	DC	20007	202-424-7500	Attorneys for Sanders Lead Co.: Inc.
								Counsel to American Finance Group, In EU
								d/b/a Guaranty Capital Corporation and
Thelen Reid Brown Raysman & Steiner LLP	David A. Lowenthal	875 Third Avenue		New York			212-603-2000	Oki Semiconductor Company of
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	×	10119	212-594-5000	Conflicts counsel to Debtors
	Allied Industrial and							
and Office of Land Control Con	Service Workers, Intl							rgy,
Onited Steel, rapel and rolestry, Rubber, Manufacturing, Energy	Official (USW), AFL- CIO	David Jury, Esq.	Five Galeway Ceriler Suite 807	Pittsburgh	PA	15222	412-562-2549	International Union (USW), AFL-CIO
Vorvs. Sater. Sevmour and Pease LLP	Robert J. Sidman. Esc	Robert J. Sidman. Esq. 52 East Gav Street	P.O. Box 1008	Columbus	H	43216- 1008	614-464-6422	07
								Counsel to America Online, Inc. and its
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	당	43215	614-464-8322	Subsidiaries and Affiliates
Wamer Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	¥	76102	817-810-5250	Counsel to Electronic Data Systems Corp. Pand EDS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang Ekvall & Strok,	Word Ekylen	650 Town Center Drive	Sinite OEO	osto Mosto	Č	90900	711-966-1000	Counsel to Toshiba America Electronic
Ī	8 2 2			200				al Instruments
Winstead Sechrest & Minick P.C.	Berry D. Spears						512-370-2800	Corporation
WL Ross & Co., LLC	Stephen Toy	600 Lexington Avenue	19th Floor	New York	≽	10022	212-826-1100	Counsel to WL. Ross & Co., LLC

EXHIBIT D

Hearing Date And Time: April 30, 2008 at 10:00 a.m. Objection Deadline: April 23, 2008 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

(Jointly Administered)

Debtors.

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MOTION FOR ORDER UNDER 11 U.S.C. § 365(d)(4) FURTHER EXTENDING DEADLINE TO ASSUME OR REJECT LEASES OF NONRESIDENTIAL REAL PROPERTY

("POSTCONFIRMATION 365(d)(4) DEADLINE EXTENSION MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order under 11 U.S.C. § 365(d)(4) further extending the deadline to assume or reject unexpired leases of nonresidential real property, and respectfully represent as follows:

Background

A. The Chapter 11 Filings

- 1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.
- 2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").
- 3. On September 6, 2007, the Debtors filed the Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9263) and the Disclosure Statement With Respect To Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9264). Subsequently, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan") and the First Amended Disclosure Statement with

respect to the Plan (Docket No. 11388) (the "Disclosure Statement"). The Court entered an order approving the adequacy of the Disclosure Statement and granting the related solicitation procedures motion on December 10, 2007 (Docket No. 11389). On January 25, 2008, the Court entered an order confirming the Plan, as modified (Docket No. 12359) (the "Confirmation Order"), which became a final order on February 4, 2008.

- 4. On April 4, 2008, the Debtors announced that although they had met the conditions required to substantially consummate the Plan, including obtaining \$6.1 billion of exit financing, Delphi's Plan Investors (as defined in the Plan) refused to participate in a closing that was commenced but not completed and refused to fund their Investment Agreement (as defined in the Plan) with Delphi. The Debtors are prepared to pursue actions with respect to the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to achieve their goal of emerging from chapter 11 as soon as practicable.
- 5. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).
- 6. The statutory predicate for the relief requested herein is section 365(d)(4) of the Bankruptcy Code.

B. Current Business Operations Of The Debtors

7. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2007 had global net sales of \$22.3 billion and global assets of approximately \$13.7 billion. At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company

The aggregated financial data used herein generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 19, 2008.

business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and have continued their business operations without supervision from the Court.²

- 8. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").
- 9. Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however,

On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding, which was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.³

Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006 the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs, and in 2007, the Debtors incurred a net loss of \$3.1 billion.

- deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.
- 12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

D. The Debtors' Transformation Plan

transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas: first, modifying the Company's labor agreements to create a competitive arena in which to conduct business; second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company; third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus; fourth, transforming their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint; and fifth, devising a workable solution to their current pension situation.

E. Plan Confirmation And Postconfirmation Matters

The confirmed Plan is based upon a series of global settlements and compromises that involve nearly every major constituency in the Debtors' reorganization cases. The Global Settlement Agreement and the Master Restructuring Agreement provide for a comprehensive settlement with GM, and both agreements were approved by this Court in the Confirmation Order. After the Plan was confirmed, the Debtors focused their efforts on satisfying the conditions for the Plan to become effective. The Debtors satisfied those conditions and on April 4, 2008 began a formal closing process attended by representatives of GM, the exit lenders, and the Statutory Committees. The Plan Investors, however, refused to participate in the closing or fund their obligations under the Investment Agreement. Instead, the Plan Investors delivered written notices purporting to terminate the Investment Agreement based on both alleged breaches by the Debtors and the failure of the Plan's effective date to occur by April 4,

2008. The Debtors are prepared to pursue actions against the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to evaluate their options to move forward with emerging from chapter 11 as soon as reasonably practicable.

15. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

Bankruptcy Code, further extending the date on or before which the Debtors may assume or reject unexpired leases of nonresidential real property to and including the effective date of the confirmed Plan (subject to the terms of the confirmed Plan and the Confirmation Order, including the elections to assume or reject Real Property Leases (as defined below) in accordance therewith) or the effective date of any modified plan (subject to the terms of such plan and corresponding confirmation order, including any elections to assume or reject Real Property Leases that may be permitted thereunder). The relief requested is without prejudice to the Debtors' right to seek from this Court further extensions of the assumption and rejection deadline with respect to any or all of their Real Property Leases and a lessor's right to seek a shortening of the deadline.

Basis For Relief

- 17. The Debtors are lessors or lessees with respect to approximately 80 unexpired leases of nonresidential real property (the "Real Property Leases"). This Court's Order Pursuant To 11 U.S.C. § 365(d)(4) Further Extending Deadline To Assume Or Reject Unexpired Leases Of Nonresidential Real Property, entered February 26, 2008 (Docket No. 12878) (the "Fourth Extension Order"), set the deadline for the Debtors to assume or reject unexpired leases of nonresidential real property as the earlier of plan confirmation and May 31, 2008. The Debtors have determined to assume all of their Real Property Leases under the Plan as of the effective date of the Plan. This Court approved those lease assumptions (as of the Plan's effective date) when entering the Confirmation Order on January 25, 2008. (Confirmation Order ¶ 22.)
- the Real Property Leases, as of the effective date of the Plan and subject to the terms of the Plan and Confirmation Order, it would be premature for the Debtors to assume any of the Real Property Leases until the Plan or any modified plan becomes effective. If the current deadline is not extended, the Debtors may be compelled to assume substantial, long-term liabilities under the Real Property Leases or forfeit benefits associated with some Real Property Leases to the detriment of the Debtors' ability to operate and preserve the going-concern value of their business for the benefit of all creditors and other parties-in-interest. The non-debtor parties to the Real Property Leases will not be prejudiced by the proposed extension because the Debtors

Section 8.1(a) of the Plan provides that all unexpired Real Property Leases (not previously assume or rejected) will be assumed under the Plan unless scheduled for rejection on Plan Exhibit 8.1(a). The Debtors did not schedule any Real Property Lease on Plan Exhibit 8.1(a). (See Plan Exhibit 8.1(a), filed December 28, 2007, Docket No. 11608.)

are making payments under the Real Property Leases as they come due and have determined to assume the Real Property Leases under the Plan.

Applicable Authority

19. Section 365(d)(4) of the Bankruptcy Code provides:

Notwithstanding paragraphs (1) and (2), in a case under any chapter of this title, if the trustee does not assume or reject an unexpired lease of nonresidential real property under which the debtor is the lessee within 60 days after the date of the order for relief, or within such additional time as the court, for cause, within such 60-day period, fixes, then such lease is deemed rejected, and the trustee shall immediately surrender such nonresidential real property to the lessor.

11 U.S.C. § 365(d)(4).

- 20. The term "cause" as used in section 365(d)(4) is not defined in the Bankruptcy Code. In South Street Seaport L.P. v. Burger Boys, Inc., 94 F.3d 755 (2d Cir. 1996), the United States Court of Appeals for the Second Circuit held that the following factors would establish whether "cause" existed to extend the statutory period under section 365(d)(4) of the Bankruptcy Code:
 - (a) whether the debtor was paying for the use of the property;
 - (b) whether the debtor's continued occupation could damage the lessor beyond the compensation available under the Bankruptcy Code;
 - (c) whether the lease is the debtor's primary asset; and
 - (d) whether the debtor has had sufficient time to formulate a plan of reorganization.

<u>Id.</u> at 761. The court enumerated additional factors that may merit consideration, including the complexity of the case and the number of leases that the debtor must evaluate. <u>Id.</u>; <u>see also</u> 130 Cong. Rec. S8891, 58,894-95 (daily ed. June 29, 1984) ("cause" includes large number of leases) (statement of Sen. Hatch), <u>reprinted in 1984 U.S.C.C.A.N. 590, 597; In re Enron Corp.</u>, 279 B.R. 695, 703 (Bankr. S.D.N.Y. 2002).

- 21. The Debtors satisfy all of these requirements. First, in compliance with section 365(d)(3) of the Bankruptcy Code, the Debtors have remained and fully intend to remain current with respect to all outstanding postpetition rental obligations under the Real Property Leases.
- amanner inconsistent with the provisions of the Bankruptcy Code. See Edward J. Debartolo Corp. v. Child World, Inc. (In re Child World, Inc.), 146 B.R. 89, 92 (S.D.N.Y. 1992) (holding that extension of debtors' time to assume or reject its unexpired leases of nonresidential real property is appropriate when leaseholders are not "irreparably injured in the interim"). The Debtors have the financial ability to and intend to continue to perform all of their obligations under the Real Property Leases as required by section 365(d)(3) of the Bankruptcy Code. The significant cash revenues from the Debtors' operations afford the Debtors this financial ability. The Debtors' existing debtor-in-possession financing facility gives the Debtors liquidity and provides additional comfort to lease counterparties that the Debtors will continue to meet their obligations under the Real Property Leases as they come due. Moreover, lessors may seek to shorten the deadline if new circumstances were to warrant such a shortening.
- 23. Third, certain of the Real Property Leases are among the Debtors' primary assets and are vital to their business. The Debtors' manufacturing sites, technical centers, and sales offices are fundamental to their reorganization efforts and comprise an integral component of the Debtors' strategic business plans.
- 24. Fourth, the Debtors have obtained confirmation of the Plan and have determined under the Plan to assume the Real Property Leases, but require additional time for such a determination under any modified plan that might be proposed.

- 25. Additionally, as stated above, if the current deadline is not extended, the Debtors may be compelled to assume liabilities prematurely under the Real Property Leases or risk forfeiting benefits associated with certain Real Property Leases. To prevent this difficult choice, this Court should exercise its discretion to extend the current deadline.
- 26. Courts in this circuit and others have granted similar relief to the relief requested herein in other large, complex chapter 11 cases. See, e.g., In re WorldCom, Inc., Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. Sept. 24, 2003) (lease assumption/rejection deadline extended through plan confirmation); In re Ames Dep't Stores, Inc., Case No. 01-42217 (REG) (Bankr. S.D.N.Y. Oct. 3, 2001, Dec. 5, 2001) (deadline extended through confirmation); In re Nextwave Personal Commc'ns Inc., Case No. 98 B 21529 (ASH) (Bankr. S.D.N.Y. July 10, 1998) (same); In re Maidenform Worldwide, Inc., Case No. 97 B 44869 (CB) (Bankr. S.D.N.Y. Sept. 12, 1997) (same); In re UAL Corp., Case No. 02-B-48191 (ERW) (Bankr. N.D. Ill. Sept. 21, 2005) (same).
- 27. Accordingly, this Court should extend the time within which the Debtors may assume or reject any Real Property Lease to and including the earlier of the effective date of the Plan (subject to the subject to the terms of the confirmed Plan and the Confirmation Order) and the effective date of any modified plan (subject to the terms of the confirmed modified plan and corresponding confirmation order).

Notice Of Motion

28. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) and the Tenth

Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487). Notice has also been provided to each lessor with respect to the Real Property Leases. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

29. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order

(a) extending the deadline to assume or reject unexpired leases of nonresidential real property to and including the effective date of the Plan or any modified plan (subject to the terms thereof and any corresponding confirmation order) without prejudice to the Debtors' right to seek further extensions of the assumption and rejection deadline with respect to any or all of their Real Property Leases and a lessor's right to seek a shortening of the deadline and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT	
SOUTHERN DISTRICT OF NEW YORK	

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER PURSUANT TO 11 U.S.C. § 365(d)(4) FURTHER EXTENDING DEADLINE TO ASSUME OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY

("POSTCONFIRMATION 365(d)(4) DEADLINE EXTENSION ORDER")

Upon the motion, dated April 10, 2008 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 365(d)(4) further extending the deadline for the Debtors to assume or reject unexpired leases of nonresidential real property; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

- 2. The date by which the Debtors must assume or reject any and all unexpired leases of nonresidential real property (the "Real Property Leases") is extended to and including the earlier of (a) the effective date of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, dated December 10, 2007, as modified (the "Plan"), subject to the terms of the Plan and the Findings Of Fact, Conclusion Of Law, And Order Under 11 U.S.C. § 1129(a) And (b) And Fed. R. Bankr. P. 3020 Confirming First Amended Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-In-Possession, As Modified, dated January 25, 2008 (the "Confirmation Order"), including the elections to assume or reject Real Property Leases in accordance with the Plan and Confirmation Order, and (b) the effective date of any modified plan, subject to the terms of such confirmed modified plan and corresponding confirmation order, including the elections to assume or reject Real Property Leases that may be permitted thereunder.
- 3. The entry of this order is without prejudice to (a) the Debtors' right to seek from this Court further extensions of the assumption and rejection deadline with respect to any or all of their Real Property Leases and (b) the right of any party to any Real Property Lease to seek from this Court a shortening of the deadline with respect to such Real Property Lease for cause shown.
- 4. This Court retains jurisdiction to hear and determine all matters arising from the implementation of this order.

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5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York April _____, 2008

UNITED STATES BANKRUPTCY JUDGE

Hearing Date And Time: April 30, 2008 at 10:00 a.m. Objection Deadline: April 23, 2008 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. § 365(d)(4) FURTHER EXTENDING DEADLINE TO ASSUME OR REJECT LEASES OF NONRESIDENTIAL REAL PROPERTY

PLEASE TAKE NOTICE that on April 10, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion For Order Under 11 U.S.C. § 365(d)(4) Further Extending Deadline to Assume or Reject Leases of Nonresidential Real Property (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on April 30, 2008 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must

(a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local

Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under 11

U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing

Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative

Procedures, entered March 20, 2006 (the "Supplemental Case Management Order") (Docket No. 2883), and the Ninth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R.

Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain

Notice, Case Management, And Administrative Procedures, entered October 19, 2007 (Docket No. 10661) (the "Ninth Supplemental Case Management Order"), (c) be filed with the

Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or

any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on April 23, 2008 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order and the Amended Eighth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order and the Amended Eighth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr. (JB 4711)

John K. Lyons (JL 4951)

Ron E. Meisler (RM 3026)

333 West Wacker Drive, Suite 2100

Chicago, Illinois 60606

(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

EXHIBIT E

Hearing Date And Time: April 30, 2008 at 10:00 a.m. Objection Deadline: April 23, 2008 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) George N. Panagakis (GP 0770) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

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Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

:

(Jointly Administered)

Debtors. :

MOTION FOR ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE

AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN

("POSTCONFIRMATION § 1121(d) EXCLUSIVITY EXTENSION MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this precautionary motion (the "Motion") for an order under 11 U.S.C. § 1121(d) further extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization, and respectfully represent as follows:

Background

A. The Chapter 11 Filings

- 1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.
- 2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").
- 3. On September 6, 2007, the Debtors filed the Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9263) and the Disclosure Statement With Respect To Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In

Possession (Docket No. 9264). Subsequently, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan") and the First Amended Disclosure Statement with respect to the Plan (Docket No. 11388) (the "Disclosure Statement"). The Court entered an order approving the adequacy of the Disclosure Statement and granting the related solicitation procedures motion on December 10, 2007 (Docket No. 11389). On January 25, 2008, the Court entered an order confirming the Plan (as modified) (Docket No. 12359) (the "Confirmation Order"), which became a final order on February 4, 2008.

- 4. On April 4, 2008, the Debtors announced that although they had met the conditions required to substantially consummate the Plan, including obtaining \$6.1 billion of exit financing, Delphi's Plan Investors (as defined in the Plan) refused to participate in a closing that was commenced but not completed and refused to fund their Investment Agreement (as defined in the Plan) with Delphi. The Debtors are prepared to pursue actions with respect to the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to achieve their goal of emerging from chapter 11 as soon as practicable.
- 5. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).
- 6. The statutory predicate for the relief requested herein is section 1121(d) of the Bankruptcy Code, as amended and in effect on October 8, 2005.

B. <u>Current Business Operations Of The Debtors</u>

- 7. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2007 had global net sales of \$22.3 billion and global assets of approximately \$13.7 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and have continued their business operations without supervision from the Court.²
- 8. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").
- 9. Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective

The aggregated financial data used herein generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 19, 2008.

On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding, which was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

- 10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.³ Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006 the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs, and in 2007, the Debtors incurred a net loss of \$3.1 billion.
- 11. The Debtors believe that the Company's financial performance deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of

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Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas: first, modifying the Company's labor agreements to create a competitive arena in which to conduct business; second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company; third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus; fourth, transforming their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint; and fifth, devising a workable solution to their current pension situation.

E. Plan Confirmation And Postconfirmation Matters

- 14. The confirmed Plan is based upon a series of global settlements and compromises that involve nearly every major constituency in the Debtors' reorganization cases. The Global Settlement Agreement and the Master Restructuring Agreement provide for a comprehensive settlement with GM, and both agreements were approved by this Court in the Confirmation Order. After the Plan was confirmed, the Debtors focused their efforts on satisfying the conditions for the Plan to become effective. The Debtors satisfied those conditions and on April 4, 2008 began a formal closing process attended by representatives of GM, the exit lenders, and the Statutory Committees. The Plan Investors, however, refused to participate in the closing or fund their obligations under the Investment Agreement. Instead, the Plan Investors delivered written notices purporting to terminate the Investment Agreement based on both alleged breaches by the Debtors and the failure of the Plan's effective date to occur by April 4, 2008. The Debtors are prepared to pursue actions against the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to evaluate their options to move forward with emerging from chapter 11 as soon as reasonably practicable.
- 15. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

- Debtors' Exclusive Periods Within Which To File And Solicit Acceptances Of
 Reorganization Plan (Docket No. 13175) entered by this Court on March 19, 2008, the
 Debtors have the exclusive right under section 1121 of the Bankruptcy Code to file one or
 more reorganization plans through and including May 31, 2008 (the "Plan Proposal
 Period") and the exclusive right to solicit and obtain acceptances for those plans through
 and including July 31, 2008 (the "Solicitation Period," and, together with the Plan Proposal
 Period, the "Exclusive Periods"). As noted above, the Debtors did, in fact, file a plan,
 solicit acceptances of that plan, obtain confirmation of it, and, after the Confirmation Order
 became final, commence a formal closing process that was adjourned on April 4, 2008
 pending the Debtors' pursuit of their remedies against the Plan Investors and/or exploration
 with their stakeholders of possible plan modifications.
- 17. Because the Court may confirm only one plan of reorganization, see 11 U.S.C. § 1129(c), no other plan of reorganization may be filed or solicited in these cases. Thus, section 1129(c) operates to extend the exclusive periods until the Plan (as modified or otherwise) becomes effective.
- 18. Accordingly, it is solely out of an abundance of caution and to ensure clarity with the Debtors' stakeholders, including their customers and supplies, that the Debtors move at this time under section 1121(d) of the Bankruptcy Code to extend the Exclusive Periods to prevent any lapse in exclusivity. The Debtors seek entry of an order further extending (a) the Plan Proposal Period until 30 days after substantial consummation of the Plan or any modified plan and (b) the Solicitation Period until 90 days after

substantial consummation of the Plan or any modified plan. Although the Debtors are requesting a further extension of the Exclusivity Periods, the Debtors nonetheless anticipate emerging from chapter 11 as soon as reasonably practicable.

Basis For Relief

- 19. The Exclusive Periods are intended to afford chapter 11 debtors a full and fair opportunity to rehabilitate their businesses and to negotiate, propose, confirm, and consummate a reorganization plan without the deterioration and disruption of their businesses that might be caused by the filing of competing reorganization plans by non-debtor parties.
- 20. A further prophylactic extension of the Exclusive Periods is justified here by the significant progress the Debtors have made toward emerging from chapter 11 since they last sought an extension of the Exclusive Periods. After obtaining confirmation of the Plan, the Debtors secured exit financing and met all other conditions to the effectiveness of the Plan and Investment Agreement and were prepared to emerge from chapter 11. All of this was the result of diligent work by the Debtors, the Statutory Committees, GM, and other stakeholders over many months.
- 21. The Debtors' efforts to emerge from chapter 11 were affected by severe dislocations in the capital markets that began late in the second quarter of 2007 and that have continued through the present. Although the Debtors eventually obtained the exit financing required by the Plan, this turbulence in the capital markets was a principal cause of the delay in the Debtors' emergence from chapter 11 before the end of 2007. Finally, the Plan Investors' decision not to honor their commitments in the Investment Agreement prevented the Debtors from emerging on April 4, 2008.

22. Nevertheless, the Debtors have accomplished numerous other tasks related to many different aspects of the cases (as further detailed below) in an effort to emerge from chapter 11 protection. The unresolved contingencies relating to emergence notwithstanding the Plan Investors' failure to perform, along with the Court's prior recognition of the operation of section 1129(c) of the Bankruptcy Code and the size and complexity of the Debtors' cases, also justify a further extension of the Exclusive Periods.

Applicable Authority

- 23. Under the Bankruptcy Code, the Court may confirm only one plan of reorganization. See 11 U.S.C. § 1129(c). Because the Plan was confirmed on January 25, 2008 pursuant to the Confirmation Order that became final on February 4, 2008, and because that order cannot be revoked unless "procured by fraud," see 11 U.S.C. § 1144, no other plan of reorganization may now be filed or solicited in these cases. Thus, in effect, the Debtors' exclusivity period will extend until they consummate the Plan or any modified plan.
- 24. Even if that were not the case, however, section 1121(d) of the Bankruptcy Code permits the court to extend a debtor's exclusive periods upon a demonstration of cause:

On request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d). The court in <u>In re McLean Industries</u>, <u>Inc.</u>, 87 B.R. 830 (Bankr. S.D.N.Y. 1987), identified the following factors as relevant to the determination of "cause" to extend a debtor's Exclusive Periods:

- (a) the existence of good-faith progress toward reorganization;
- (b) existence of an unresolved contingency;
- (c) the size and complexity of the debtor's case;
- (d) a finding that the debtor is not seeking to extend exclusivity to pressure creditors "to accede to [the Debtor's] reorganization demands"; and
- (e) the fact that the debtor is paying its bills as they come due.

 Id. at 834; accord In re Hoffinger Indus., Inc., 292 B.R. 639, 644 (B.A.P. 8th Cir. 2003)

 (stating that not all factors "are relevant in every case" and court has discretion to "decide which factors are relevant and give the appropriate weight to each"). At least one court has noted that "cause may be measured by a more lenient standard in the determination to grant an enlargement of time in which to gain acceptances to a filed plan." Gaines v.

 Perkins (In re Perkins), 71 B.R. 294, 299 (W.D. Tenn. 1987) (emphasis added); see also In re Express One International, Inc., 194 B.R. 98 (Bankr. E.D. Tex. 1996) (denying motion to terminate and granting motion to extend exclusivity based in part on debtors' filing of plan and disclosure statement and imminent hearing on disclosure statement). A similar standard should apply when a debtor has negotiated the agreements necessary to support a plan (and satisfied the conditions to a confirmed plan), but merely needs to use that foundation to complete its emergence from chapter 11.
- 25. In other cases of similar size and complexity to the Debtors' cases, courts have extended the debtors' exclusive rights to propose a plan of reorganization for periods similar to those requested by the Debtors. See, e.g., In re W.R. Grace & Co., et al., Case No. 01-01139 (Bankr. D. Del. Oct. 3, 2006) (extending exclusive periods for more than six years); In re Kaiser Aluminum Corp., Case No. 02-10429 (Bankr. D. Del. Nov. 2,

2005) (extending periods for approximately 43 months); <u>In re Solutia Inc.</u>, et al., Case No. 03-17949 (Bankr. S.D.N.Y. May 1, 2007) (extending periods for more than 43 months). In this case, based upon the preceding factors and in line with other cases of similar size and complexity, sufficient cause exists for a prophylactic extension of the Exclusive Periods.

F. The Debtors Have Made Good-Faith Progress Toward Reorganization

- 26. An extension of a debtor's exclusive periods is justified by a debtor's progress in resolving issues facing its creditors and estates. McLean Indus., 87 B.R. at 834; In re AMKO Plastics, Inc., 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996). The Debtors' progress in these cases thus far is significant and compels a further extension of the Exclusive Periods, should it be necessary.
 - (i) Plan Confirmation And Preparedness For Emergence
- 27. The Debtors' good-faith progress towards reorganization is most convincingly demonstrated by entry of the Confirmation Order on January 25, 2008 and the Debtors' satisfaction of the conditions to closing in the Plan and Investment Agreement. The Debtors met the conditions to consummate their reorganization Plan as of April 4, 2008. All of these accomplishments represent the Debtors' continuing efforts to emerge from chapter 11 protection as quickly as possible. The Debtors are proceeding rapidly to evaluate the options available to them and to implement a new path to emergence and to maximize value for all their stakeholders.
 - (ii) Claims Reconciliation
- 28. Although creditors have filed more than 16,800 proofs of claim asserting approximately \$34.0 billion in liquidated amounts plus certain unliquidated amounts, the Debtors have made significant strides in the claims reconciliation process.

As of April 1, 2008, the Debtors have objected to approximately 13,800 claims asserting nearly \$10.7 billion (plus additional unliquidated amounts) and this Court has granted relief with respect to approximately \$10.3 billion in asserted liquidated claims (plus additional unliquidated claims). Thus, the Debtors have successfully reduced the aggregate amount of Trade and Other Unsecured Claims below the \$1.45 billion amount set by the Plan.

(iii) Other Key Accomplishments

- 29. In addition to the foregoing, since the Debtors last sought a extension of the Exclusivity Periods, the Debtors have also, among other things:
 - (a) obtained court approval of the sale of the bearings business;
 - (b) obtained court approval of the bidding procedures for sale of certain assets used in the Debtors' U.S. damper business in Kettering, Ohio;
 - (c) terminated four joint ventures and settled certain warranty claims with Calsonic Kansei Corporation of Japan;
 - (d) completed the sale of its Interiors and Closures business to Inteva Products, LLC;
 - (e) obtained court authority to extend the deadline to serve process for avoidance actions filed in connection with the Preservation Of Estate Claims Procedures Order:
 - (f) filed two omnibus claims objections;
 - (g) amended the form S-1, obtained the SEC's declaration of its effectiveness, and commenced the Rights Offering which closed March 31, 2008;
 - (h) obtained court approval to perform under modified pension funding waivers;
 - (i) obtained court approval to extend an indemnity agreement with GM with respect to UAW benefit guarantee; and

- (j) met the conditions necessary to substantially consummate the Plan and commenced a Plan closing that would have been completed but for the actions of the Plan Investors.
- 30. In summary, the Debtors have continued to make significant, goodfaith progress in their chapter 11 cases.

G. Unresolved Contingencies Still Exist

as justification for extending a debtor's exclusive periods. Although the Court has confirmed the Debtors' Plan, the Debtors may have to modify the Plan in light of the Plan Investors' failure to meet their funding obligations under the Plan. The tasks of evaluating the Debtors' options and developing a modified path to emergence remain significant for both their magnitude and complexity and amply satisfy the contingency component described in the McLean test.

H. These Cases Are Large And Complex

32. The size and complexity of the Debtors' chapter 11 cases alone constitute sufficient cause to extend the Exclusive Periods. See, e.g., In re Texaco Inc., 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987); In re United Press Int'l, Inc., 60 B.R. 265, 270 (Bankr. D.D.C. 1986) (granting \$40 million company extension of exclusive periods based on size and complexity of case; "In many much smaller cases, involving far less complications, two or three years go by before the debtor is in a position to file a plan."). These and other authorities show that in large, complex chapter 11 cases, courts consistently extend the debtor's exclusive periods to afford the debtor time to stabilize its business, analyze reliable information to diagnose problems, formulate a long-term business plan, and timely obtain confirmation of a plan of reorganization.

the multi-dimensional scope of actions that must be taken to address Delphi's restructuring requirements are exceedingly complex. A review of certain basic statistics noted above makes the foregoing conclusion self-evident. At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Thus, by any measure, the Debtors' chapter 11 cases are sufficiently large and complex to warrant an extension of the Exclusive Periods under the authorities cited above. Moreover, in addition to the typical issues that can be anticipated to arise in a large chapter 11 case, the Debtors face numerous significant issues that are unique to the distressed automobile industry and some that affect most large businesses that rely on the capital markets. The extension of the exclusive periods is necessary to continue progress in addressing these complexities.

I. The Debtors Are Using Exclusivity For A Proper Purpose

34. Courts have denied extensions of exclusive periods when plan negotiations among parties-in-interest have broken down and the continuation of exclusivity would merely give the debtor unfair bargaining leverage over the other parties-in-interest. See Teachers Ins. & Annuity Ass'n of Am. v. Lake in the Woods (In re Lake in the Woods), 10 B.R. 338, 345 (E.D. Mich. 1981). Here, the Debtors' precautionary request for an extension of the Exclusive Periods is not a negotiation tactic. The Debtors have negotiated with their stakeholders and obtained their acceptance of the Plan. The Debtors are working with their stakeholders to revise the path to emergence to continue to maximize value for all stakeholders.

J. The Debtors Are Paying Their Bills As They Come Due

debtor's liquidity and solvency. See In re Ravenna Indus., Inc., 20 B.R. 886, 890 (Bankr. N.D. Ohio 1982). The Debtors are paying their bills as they come due, including the statutory fees paid quarterly to the United States Trustee. The Debtors have extended the maturity date of their \$4.5 billion debtor-in-possession financing facility to July 1, 2008, and anticipate negotiating financing through December 31, 2008, to provide additional comfort to creditors and other stakeholders that the Debtors will continue to meet their obligations as they come due.

K. The Debtors Have Shown Cause To Further Extend The Exclusive Periods

36. As shown above, the Debtors have made significant and productive strides in these chapter 11 cases. Based on this progress and all the other applicable factors, sufficient cause exists to extend the Exclusive Periods.⁴ Accordingly, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates, and other parties-in-interest.

Notice

37. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883),

Even if the Court denied a further extension under section 1121(d), the operation of section 1129(c) would prevent the filing and solicitation of any competing plan of reorganization so long as the Plan has not been withdrawn and the Confirmation Order has not been revoked.

and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

38. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (1) extending the Debtors' exclusive periods (a) to file a plan of reorganization until 30 days after substantial consummation of the Plan or any modified plan and (b) to solicit acceptance of a plan of reorganization until 90 days after substantial consummation of the Plan or any modified plan and (2) granting the Debtors such other further relief as is just.

Dated: New York, New York April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN

("POSTCONFIRMATION § 1121(d) EXCLUSIVITY EXTENSION ORDER")

Upon the motion, dated April 10, 2008 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 1121(d) further extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization (collectively, the "Exclusive Periods"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

05-44481-rdd Doc 21454-40 Filed 07/12/11 Entered 07/12/11 09:59:25 EXHIBIT 5 Pg 78 of 117

2. The Debtors' exclusive period under 11 U.S.C. § 1121(d) for filing a plan

of reorganization is extended until 30 days after substantial consummation of the Plan or any

modified plan.

3. The Debtors' exclusive period under 11 U.S.C. § 1121(d) for soliciting

acceptance of a plan of reorganization is extended until 90 days after substantial consummation

of the Plan or any modified plan.

4. This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this order.

5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for

the United States Bankruptcy Court for the Southern District of New York for the service and

filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York

April ____, 2008

UNITED STATES BANKRUPTCY JUDGE

Hearing Date And Time: April 30, 2008 at 10:00 a.m. Objection Deadline: April 23, 2008 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) George N. Panagakis (GP 0770) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN

PLEASE TAKE NOTICE that on April 10, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion For Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which To File And Solicit Acceptances Of Reorganization Plan (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on April 30, 2008 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must

(a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local

Bankruptcy Rules for the Southern District of New York, and Supplemental Order Under

11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014

Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And

Administrative Procedures, entered by this Court on March 20, 2006 (Docket No. 2883)

("Supplemental Case Management Order") and the Tenth Supplemental Order Under 11 U.S.C.

§§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing

Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative

Procedures, entered February 4, 2008 (Docket No. 12487) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch

disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard) in each case so as to be **received** no later than 4:00 p.m. (prevailing Eastern time) on April 23, 2008.

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Orders will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Case Management Orders, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

EXHIBIT F

Hearing Date And Time: April 30, 2008 at 10:00 a.m. Objection Deadline: April 23, 2008 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

(Jointly Administered)

Debtors. : (Jointly Administere

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MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND 9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE DEADLINE MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 9105) (the "Motion"), and respectfully represent as follows:

Background

A. The Chapter 11 Filings

- 1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.
- 2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").
- 3. On September 6, 2007, the Debtors filed the Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9263) and the Disclosure Statement With Respect To Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9264). Subsequently, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of

Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan") and the First Amended Disclosure Statement with respect to the Plan (Docket No. 11388) (the "Disclosure Statement"). The Court entered an order approving the adequacy of the Disclosure Statement and granting the related solicitation procedures motion on December 10, 2007 (Docket No. 11389). On January 25, 2008, the Court entered an order confirming the Plan, as modified (Docket No. 12359) (the "Confirmation Order"), which became a final order on February 4, 2008.

- 4. On April 4, 2008, the Debtors announced that although they had met the conditions required to substantially consummate the Plan, including obtaining \$6.1 billion of exit financing, Delphi's Plan Investors (as defined in the Plan) refused to participate in a closing that was commenced but not completed and refused to fund their Investment Agreement (as defined in the Plan) with Delphi. The Debtors are prepared to pursue actions with respect to the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to achieve their goal of emerging from chapter 11 as soon as practicable.
- 5. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).
- 6. The statutory predicates for the relief requested herein are rules 7004 and 9004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rule 4(m) of the Federal Rules of Civil Procedure.

B. Current Business Operations Of The Debtors

7. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2007 had global net sales of \$22.3 billion and global assets of approximately

\$13.7 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and have continued their business operations without supervision from the Court.²

- 8. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").
- 9. Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's

The aggregated financial data used herein generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 19, 2008.

On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding, which was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

- 10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.³ Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006 the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs, and in 2007, the Debtors incurred a net loss of \$3.1 billion.
- deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.
- 12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions

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Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas: first, modifying the Company's labor agreements to create a competitive arena in which to conduct business; second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company; third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus; fourth, transforming their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint; and fifth, devising a workable solution to their current pension situation.

E. Plan Confirmation And Postconfirmation Matters

14. The confirmed Plan is based upon a series of global settlements and compromises that involve nearly every major constituency in the Debtors' reorganization cases. The Global Settlement Agreement and the Master Restructuring Agreement provide for a comprehensive settlement with GM, and both agreements were approved by this Court in the Confirmation Order. After the Plan was confirmed, the Debtors focused their efforts on satisfying the conditions for the Plan to become effective. The Debtors satisfied those conditions and on April 4, 2008 began a formal closing process attended by representatives of GM, the exit lenders, and the Statutory Committees. The Plan Investors, however, refused to participate in the

closing or fund their obligations under the Investment Agreement. Instead, the Plan Investors delivered written notices purporting to terminate the Investment Agreement based on both alleged breaches by the Debtors and the failure of the Plan's effective date to occur by April 4, 2008. The Debtors are prepared to pursue actions against the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to evaluate their options to move forward with emerging from chapter 11 as soon as reasonably practicable.

15. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

F. The Establishment Of Procedures to Preserve Estate Claims

16. Before the confirmation of the Debtors' Plan, this Court on August 16, 2007 entered that certain Order Under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), And 546(a) And Fed. R. Bankr. P. 7004, 9006(c), And 9018 (i) Authorizing Debtors To Enter Into Stipulations Tolling Statute Of Limitations With Respect To Certain Claims, (ii) Authorizing Procedures To Identify Causes Of Action That Should Be Preserved, And (iii) Establishing Procedures For Certain Adversary Proceedings Including Those Commenced By Debtors Under 11 U.S.C. § 541, 544, 545, 547, 548, Or 553 ("Preservation Of Estate Claims Procedures Order") (Docket No. 9105). On March 28, 2008, this Court entered the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For

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Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "Deadline Extension Order").

- 17. The purpose of the Preservation Of Estate Claims Procedures Order was two-fold: on the one hand, it permitted the Debtors to preserve their right to pursue (or abandon) certain avoidance actions before the then-impending expiration of the two-year statute of limitations to file such actions; on the other hand, it established procedures to avoid having to force all potential defendants to retain counsel and defend against the adversary proceedings when, in fact, the Debtors anticipated that most of them would be resolved upon the Debtors' emergence from chapter 11 and thus never pursued. To that end, the Preservation Of Estate Claims Procedures Order and the Deadline Extension Order (i) allowed the Debtors to file adversary proceeding complaints under seal, (ii) directed the Clerk of Court to delay issuing summonses for complaints unless and until the Debtors notified the Clerk of Court of their intent to prosecute such actions, (iii) stayed each adversary action unless and until the Debtors make service of process on the respective defendants, and (iv) extended the deadline under Fed. R. Civ. P. 4(m) by which the Debtors would have to serve process to May 31, 2008, so that the complaints would not be subject to dismissal under Fed. R. Civ. P. 4(m). Such relief was intended to allow the Debtors to preserve potentially valuable assets without disrupting the Plan process or business relationships or prejudicing the rights of any defendants.
- 18. In accordance with the Preservation Of Estate Claims Procedures Order, the Debtors commenced 742 adversary proceedings (the "Adversary Proceedings") by filing complaints under seal. On January 25, 2008, the Court entered the Confirmation Order. Under

the Plan, the Debtors will not retain any of the causes of action asserted in the Adversary Proceedings except those listed on Exhibit 7.24 to the Plan.⁴

Relief Requested

19. By this Motion, the Debtors request entry of an order under Bankruptcy Rule 9006(b)(1) and Federal Rule Of Civil Procedure 4(m), made applicable by Bankruptcy Rule 7004(a), to further extend the deadline by which the Debtors would be required to serve a summons and complaint upon each defendant under the Preservation Of Estate Claims Procedures Order, as modified by the Deadline Extension Order. Specifically, the Debtors request that the existing May 31, 2008 service deadline set forth in the Deadline Extension Order be extended to 30 days after substantial consummation of the Plan or any modified plan. The Debtors accordingly request that the Court enter the proposed Postcomfirmation Extension Of Avoidance Action Service Deadline Order, a copy of which is annexed hereto as Exhibit A.

Basis For Relief

20. As noted above, the Debtors are working with their stakeholders to develop a path for emerging from chapter 11 as soon as reasonably practicable. Under the Deadline Extension Order, however, the Debtors' current deadline to serve the summons and complaint on every defendant in the Adversary Proceedings is May 31, 2008. To meet the May 31, 2008 deadline for each of the defendants, the Debtors would first have to request that the Clerk of Court in the coming weeks issue summonses for each of the 742 Adversary Proceedings to allow enough time for the summonses to be issued and subsequently served with the complaints by the May 31, 2008 deadline.

Of the five categories of claims listed by the Debtors on Exhibit 7.24 to the Plan, only the claims relating to Laneko Engineering Co., Wachovia Bank, National Association, Laneko Engineering Co. Inc., and their affiliates and subsidiaries are subject to the Preservation Of Estate Claims Procedures Order. (See Exhibit 7.24 to the Plan (Docket No. 11608).) Notice of this Motion has been provided to those entities.

- 21. Contemplating that further extensions may be necessary to achieve the goals of the Preservation Of Estate Claims Procedures Order, that order and the Deadline Extension Order expressly provided that the Debtors' previous extension of the deadline for services of process was "without prejudice [to the Debtors' ability] to seek further extensions" if appropriate. (See Preservation Of Estate Claims Procedures Order ¶ 8; Deadline Extension Order ¶ 2.)
- 22. The Debtors now believe that the extension of the Fed. R. Civ. P. 4(m) deadline that is requested in this Motion is appropriate, and that there is good cause for such an extension. Such an extension would enable the Debtors to fulfill their fiduciary responsibility to preserve valuable estate assets in a manner that would not unnecessarily disrupt the emergence process or the Debtors' current business relationships with potential defendants that are necessary to the Debtors' ongoing operations. Moreover, the requested extension would reduce the administrative and economic burdens of the Adversary Proceedings on the Debtors, the Court, the Clerk of Court, and the potential defendants. Specifically, the Debtors believe that the resources that they, the Court, the Clerk of Court, and the defendants would need to expend on issuing and serving 742 summonses and complaints in the Adversary Proceedings at this time and the potential need thereafter to prosecute and defend such adversary proceedings—would not be in the best interests of the Debtors' estates, the Debtors' stakeholders, and other parties-ininterest because most of the Adversary Proceedings will not be prosecuted if the Plan were to become effective and likely will not be prosecuted under any modified plan. The Debtors submit that these reasons comprise good cause for the requested extension.

Applicable Authority

23. The Bankruptcy Rules and Federal Rules of Civil Procedure grant this Court discretion to adopt and implement guidelines which will aid in the administration of

Adversary Proceedings, including discretion to grant the proposed extension of the service of process deadline. See Zapata v. City of New York, 502 F.3d 192, 195 (2d Cir. 2007) (Rule 4(m) authorizes court to grant extensions of service period); In re Sheehan, 253 F.3d 507, 511 (9th Cir. 2001) ("The time for service in an adversary proceeding may be extended under two different rules: Rule 4(m) of the Federal Rules of Civil Procedure, and Bankruptcy Rule 9006(b).").

- 24. Bankruptcy Rule 9006(b)(1) provides for the enlargement of time to perform acts required under the Bankruptcy Rules: "[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order" Fed. R. Bankr. P. 9006(b)(1).
- 25. Moreover, Fed. R. Civil P. 4(m), made applicable here by Bankruptcy Rule 7004(a), requires courts, upon a showing of good cause, to extend the period for service of process after the filing of a complaint. See Bank of Cape Verde v. Bronson, 167 F.R.D. 370, 371-72 (S.D.N.Y. 1996) (good cause existed when future events would likely have "obviated the need to serve the [] complaint" and when plaintiff requested extension before Fed. R. Civ. P. 4(m) deadline expired). Even absent good cause, this Court has discretion to extend the 120-day service period. See Zapata, 502 F.3d at 196; Mejia v. Castle Hotel Inc., 164 F.R.D. 343, 345 (S.D.N.Y. 1996).
- 26. The Debtors accordingly request that the Court enter the proposed order, annexed hereto as Exhibit A, which would extend until 30 days after substantial consummation of the Plan or any modified plan the Debtors' Fed. R. Civ. P. 4(m) deadline to serve each defendant in the Adversary Proceedings commenced in connection with the Preservation Of Estate Claims Procedures Order with a summons and a copy of the complaint, without prejudice

to the Debtors' right to seek further extensions of the deadline and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a shortening of the deadline.

Notice Of Motion

Debenture Trust Co. v. Calpine Corp. (In re Calpine Corp.), 356 B.R. 585, 595 (S.D.N.Y. 2007); Kernisant v. City of New York, 225 F.R.D. 422, 431 n.13 (E.D.N.Y. 2005); Brady v. Marks, 7 F. Supp. 2d 247, 255 (W.D.N.Y. 1998), notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487). Notice has also been provided to Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc., against whom causes of action have been retained under the confirmed Plan. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

28. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order

(a) granting the relief requested herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 9331)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

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Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY	COURT	
SOUTHERN DISTRICT OF NEW Y	ORK	
	X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors	s. :	(Jointly Administered)
	:	
	v	

ORDER PURSUANT TO FED. R. BANKR. P. 7004(a) AND 9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE DEADLINE ORDER")

Upon the motion, dated April 10, 2008 (the "Motion"), of Delphi

Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-inpossession in the above-captioned cases (collectively, the "Debtors"), for an order under

Federal Rules of Bankruptcy Procedure 7004(a) and 9006(b)(1) and Federal Rule of Civil

Procedure 4(m) to extend the deadline to serve process for Adversary Proceedings¹

commenced in connection with the Preservation Of Estate Claims Procedures Order²

(Docket No. 9105), which deadline was previously extended to May 31, 2008 pursuant to
the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m)

To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With

Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

The Adversary Proceedings are listed by adversary proceeding number on Exhibit A attached hereto.

Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "First Deadline Extension Order"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given, and it appearing that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

- 1. The Motion is GRANTED.
- 2. Paragraph 8 of the Preservation Of Estate Claims Procedures Order, as previously modified by First Deadline Extension Order, is hereby further modified so that the time under Federal Rule of Civil Procedure 4(m) by which the Debtors must serve a defendant in the Adversary Proceedings with a summons and complaint is further extended until 30 days after substantial consummation of the Plan or any modified plan, without prejudice to the Debtors' right to seek further extensions and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a shortening of the deadline. The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable. All other provisions of the Preservation Of Estate Claims Procedures Order shall remain in effect.

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3. This order shall be deemed entered in each of the Adversary

Proceedings.

- 4. The Debtors shall file a copy of this order in each of the Adversary Proceedings.
- 5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.
- 6. The requirement under Rule 9013-1(b) of the Local Bankruptcy
 Rules for the United States Bankruptcy Court for the Southern District of New York for
 the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York April ____, 2008

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

DELPHI ADVERSARY PROCEEDING NUMBERS

07-02072	07-02191	07-02200
07-02084	07-02195	07-02088
07-02090	07-02201	07-02094
07-02096	07-02205	07-02099
07-02101	07-02207	07-02103
07-02106	07-02209	07-02109
07-02115	07-02213	07-02110
07-02120	07-02214	07-02239
07-02124	07-02219	07-02244
07-02138	07-02224	07-02248
07-02142	07-02227	07-02251
07-02147	07-02231	07-02255
07-02150	07-02077	07-02259
07-02154	07-02080	07-02261
07-02157	07-02083	07-02265
07-02163	07-02091	07-02267
07-02170	07-02095	07-02270
07-02184	07-02102	07-02273
07-02190	07-02105	07-02276
07-02198	07-02112	07-02277
07-02202	07-02117	07-02280
07-02204	07-02123	07-02281
07-02208	07-02125	07-02282
07-02076	07-02128	07-02283
07-02081	07-02130	07-02284
07-02087	07-02135	07-02288
07-02097	07-02137	07-02291
07-02104	07-02143	07-02293
07-02112	07-02148	07-02074
07-02132	07-02152	07-02078
07-02140	07-02159	07-02082
07-02145	07-02165	07-02085
07-02153	07-02169	07-02089
07-02160	07-02174	07-02093
07-02166	07-02175	07-02108
07-02171	07-02182	07-02114
07-02180	07-02189	07-02119
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07-02179	07-02254	07-02306
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07-02187	07-02079	07-02314
07-02193	07-02092	07-02318
07-02193	07-02098	07-02321
07-02238	07-02107	07-02329
07-02243	07-02111	07-02329
07-02247	07-02118	07-02334
07-02249	07-02107	07-02337
07-02249	07-02149	07-02346
07-02257	07-02102	07-02340
07-02263	07-02178	07-02354
07-02203	07-02178	07-02354
07-02086	07-02192	07-02339
07-02100	07-02192	07-02240
07-02100	07-02197	07-02246
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07-02683	07-02581	07-02806
07-02684	07-02586	07-02807

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07-02862

Hearing Date And Time: April 30, 2008 at 10:00 a.m. Objection Deadline: April 23, 2008 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- X

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- X

NOTICE OF MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND 9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

PLEASE TAKE NOTICE that on April 10, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on April 30, 2008 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must

(a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local

Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under

11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014

Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And

Administrative Procedures, entered March 20, 2006 (the "Supplemental Case Management

Order") (Docket No. 2883), and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And

105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates

And Certain Notice, Case Management, And Administrative Procedures, entered February 4,

2008 (Docket No. 12487) (the "Tenth Supplemental Case Management Order"), (c) be filed with

the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users

of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-

interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hardcopy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on April 23, 2008 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order and the Tenth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order and the Tenth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 9331)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

EXHIBIT G

Delphi Corporation Special Parties

	CKEDITOKNOTICENAME	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
1401 Troy Associates Limited Partnership	Douglas M Etkin	200 Franklin Ctr 29100 Northwestern Hwy		Southfield	Σ	48034
500 Commerce LLC	c/o Viking Industries	6505 Rockside Rd	Suite 125	Independence	Н	44131
7755 MD LLC	7755 MD LLC	3240 Iris Ct	Attn: Keith Cowan	Wheat Ridge	00	80033
900 Tower Drive Associates LLC	900 Tower Drive Associates LLC	c/o Kojaian Mgmt Corp	39400 Woodward Suite 250	Bloomfield Hills	₹	48304
Amherst Commerce Park		4508 Main St		Buffalo	×	14226
	Joel M Gross Attorney for CSX					
Arnold & Porter LLP	Transportation	555 Twelfth Street NW		Washington	DC	20004-1206
Camp Chase Industrail Railroad	C o Omega Rail Management	PO Box 120338		Nashville	N	37212
Camp Chase Railroad Co		519 Cedar Way Building 1		Oakmont	ΡA	15139
Cinergy Corp	Attn Debbie Plummer	139 E Forth St	Room 2604at	Cincinnati	Н	45202
Cit Of Tulsa Rogers County Port Authority		5350 Cimarron Rd		Catoosa	Š	74015
City Of Laurel Ms	Laurel Airport Authority	PO Box 2335		Laurel	MS	39442-233
		City Of Tulsa Rogers Co Port Authority 5350				
City Of Tulsa Oklahoma	City Of Tulsa Oklahoma	Cimarron Rd		Catoosa	š	74015
		C o Clerk City Engineers 3901 Mahoning Ave				
City Of Warren Ohio	City Of Warren Ohio	Nw		Warren	Н	44483
Concourse 100 LLC	c/o In-Rel Management attn: President	2328 10th Ave North	Suite 401	Lakeworth	H	33461
	Jeffrey C Wisler Esq Attorney forOrix GF					
Connolly Bove Lodge & Hutz LLP	Warren Venture	1007 N Orange Street	PO Box 2207	Wilmington	DE	19899
Consumers Power Company	Consumers Power Company	212 W Michigan Ave		Jackson	Ξ	49201 T
Coopersville and Marne Railway Company	Coopersville and Marne Railway Company	PO Box 55		Coopersville	₹	49404 D
County Of Marquette	Sawyer International Airport	125 G Avenue	Attn: Scott Erbisch	Gwinn	MI	49841 L
	County of Monroe Industrial Development					13
County of Monroe Industrial Development Agency	Agency	183 E Main St Suite 929	Attn: Chairman	Rochester	×	
Csx Transportation	Csx Transportation	500 Water St J180		Jacksonville	긥	32202 f
Donald R and Sarah E Sweeton	Dasco Inc	214 Admiral Circle		Lawrenceburg	Z	33464
Economic Development Rail Ii Corp	Economic Development Rail Ii Corp	4319 Belmont Ave		Youngstown	Н	44202
	Barack Ferrazzano Kirschbaum Perlman and					
First Industrial Lp	Nagelberg	333 West Wacker Dr Ste 2700	Attn Suzanne Bessette Smith	Chicago	_	90909
;	:		Attn Vice President Portfolio	;	:	
First Industrial Lp	First Industrial Lp	311 South Wacker Dr Ste 4000	Management	Chicago	_	90909
First Industrial Lp	First Industrial Realty Trust Inc	24800 Denso Dr Ste 175		Southfield	Σ	48034
First Industrial Lp		311 S Wacker Dr	Ste 4000	Chicago	_	90909
Ford Motor Land Development Corporation	Attn: Lease Analyst	550 Town Center Drive	Suite 200	Dearborn	Ξ	48126
Ford Motor Land Development Corporation	Dept 186-01	PO Box 67000		Detroit	₹	48267-018 6
Fortune Avenue Partners		329 N Main St		Kokomo	Z	46901
Gar Properties Llc	Gar Properties Llc	205 St Paul St Ste 400	Attn Fred J Rainaldi	Rochester	Ż	14604
Gar Properties Llc	Mangione and Roinman	205 St Paul St Ste 400	Attn Sal Mangione Esq	Rochester	λN	14604
Gbg2 Llp	C o Gibbons White Inc	4730 Walnut St	Ste 206	Boulder	00	80301
Gbg2 Llp	Henry Braly	1800 Pike Rd		Longmont	8	80501
	Wallace H Grant and Douglas Grant Grant					
Gbg2 Llp	Bernard Lyons and Gaddis		PO Box 948	Longmont	8	80502
City Common Company Company	General Motors Corporation Office Of The		New Ctr One Building 3031 W	:: 	7	40000
General Motors Corporation	General Counsel		Grand Bivd PU Box 33122	Detroit	<u> </u>	48220
Germains Technology Group Custom Coating And Enhancements Inc		8333 Swanston Ln		Gilroy	CA	HIB 02026
Grand Trunk Western Railroad Inc.	Grand Trunk Western Railroad Inc	2800 Livernois		Troy	Σ	48007-502

1 of 3

CREDITORNAME	CREDITORNOTICENAME	ADDRESS1	ADDRESS2	CITY	STATE	
Green Koad Associates Limited Partnership	Green Kd Associates Limited Partnership	C o First Martin Corporation 115 Depot St		Ann Arbor	Σ	48104
Industrial Development Board Of The City Of Athens	c/o City Hall			Athens	AL	
Industrial Development Board Of The City Of Athens	c/o Pattan Lathom Legge and Cole	Attn Mike Kohl Esq	PO Box 470	Athens	٩	35612
icr Investments Ic	Dann Becar Newman Kleiman Pc	Attn. leffrey A Ahrams	One American Square Ste 2300	00 Indianapolis	Z	46282
Jcr Investments Lic		17401 Tiller Court		Westfield	Z	46074
		C o John E Benz and Co 3017 Exchange Ct		West Palm		
John E Benz	John E Benz	Ste A		Beach	긥	33409
Indon F Benz		3017 Exchange Court	Δ σξ	West Palm Beach	ū	33409
Katbird Company LP	Kathird Company LP	8411 Preston Rd Suite 650	Attn: Wm B Costello	Dallas	<u>'</u> '	75225
Killam Industrial Development Partnership	Killam Industrial Development Partnership	PO Box 499		Laredo	×	78042-0499
Lasalle National Bank As Trustee		Porter and List Inc	1300 West Higgins Rd	Park Ridge	_	89009
Laurence Tippman Sr Family Limited Partnership		9009 Coldwater Rd		Fort Wayne	Z	46825
Liberty Property Limited Partnership	Liberty Property Limited Partnership	26911 Northwestern Hwy Ste 205		Southfield	≅	48034
Mid States Industrial Complex Ltd		2574 E River Rd Bldg 10 Llc	PO Box 744	Dayton	НО	45401-074
Miller Canfield Paddock and Stone PLC	Jonathan S Green Attorney for Wells Operating Partnership LP	150 W Jefferson Avenue	Suite 2500	Detroit	Σ	48226 +
Miller Valentine Group	Miller Valentine Group	4000 Miller Valentine Court PO Box 744		Dayton	Ю	45439-4487
Milwankee Investment Company	Milwailkee Investment Company	C o Signature Associates One Towne Sq Ste	Attn Property Management	Southfield	Σ	11 92087
Nathan Neuman & Nathan PC	Kenneth A Nathan Attorney for 1401 Troy Associates Limited Partnership	29100 Northwestern Highway	Suite 260	Southfield	Ξ	4 of
NML Properties	-	7 Crayton Ct		Miamisburg	В	45342 H
Norfolk Southern Corporation	Norfolk Southern Corporation	185 Spring St Sw		Atlanta	ВA	30303 L
Norfolk Southern Corporation	Norfolk Southern Corporation	110 Franklin Rd Se		Roanoke	۸۸	24042-00
North Renaissance Development Llc	North Renaissance Development Llc	909 Washington Ave PO Box 348		Bay City	≅	48708
Northtown Business Center LLC		PO Box 34729		N Kansas City	MO	64116
Orix Gf Warren Venture	Orix Gf Warren Venture	C o Jim Purinton 100 N Riverside Plaza Ste 1400		Chicago		90909
Orix Gf Warren Venture	Orix Gf Warren Venture	C o Orix Warrenincorix Real Estate Equities 100 N Riverside Plaza Ste 1400		Chicago		90909
Orix Gf Warren Venture		100 N Riverside Plaza	Ste 1400	Chicago	_	90909
Osprey SA Ltd	Osprey SA Ltd	305 E Main St	Kathy Glass Dir Corp Leasing	Brighton	≅	48116
Osprey SA Ltd	Osprey SA Ltd	7600 Grand River	Suite 185	Brighton	≅	48114
PA Building LLC		5328 Mirror Lake Court		W Bloomfield	≅	48323
Raytheon Company		1520 Hughes Way Bldg A01 M s A162 PO Box 9399	Attn Corporate Real Estate Dept		CA	90810
Raytheon Company		870 Winter St	Attn Corporate Real Estate Dept Waltham	pt Waltham	MA	02451
Realty Investment II	c/o Tim Taylor General Manager	120 N Dixon St	PO Box 180	Kokomo	Z	46901
Research Properties Llc	Research Properties Llc	1425 Sagamore Pkwy North		Lafayette	Z	47904
Saginaw Centre Development Company Llc (SCDC)		804 S Hamilton St		Saginaw	Σ	48602
Scher Development Ltd	Scher Development Ltd	5560 Spring Grove Dr		Solon	НО	44139

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Delphi Corporation Special Parties

CREDITORNAME	CREDITORNOTICENAME	ADDRESS1	ADDRESS2	CITY	STATE ZIP	S ZIP
Sealy Rg Valley Buildings Lp	c/o Sealy and Company Inc	333 Texas St	Ste 1050	Shreveport	4	71101
		C o Sealy and Company Inc 333 Texas St Ste	m.			42
Sealy Rg Valley Buildings Lp	Sealy Rg Valley Buildings Lp	1050	Attn Mark P Sealy	Shreveport	_	71101
	Sheldon S Toll Attorney for Milwaukee					1-
Sheldon S Toll PLLC	Investment Company	2000 Town Center	Suite 2550	Southfield	Ξ	48075 J
Tr Butterfield Trail Corp	c/o Capri Capital Advisors LLC	1201 N Clark St	Ste 300	Chicago	_	00610
Tr Butterfield Trail Corp	Holland and Knight Llp	131 S Dearborn 30th FI	Attn James T Mayer	Chicago	_	60603
		C o Capri Capital Advisors Llc 875 N				C
Tr Butterfield Trail Corp	Tr Butterfield Trail Corp	Michigan Ave Ste 3430	Attn Asset Manager	Chicago	_	60611
Transwestern Great Lakes Lp	Transwestern Great Lakes Lp	1301 W Long Lake Rd Ste 330		Troy	Ξ	C 86084
Weingarten Realty Investors	Weingarten Realty Investors	2600 Citadel Plaza Dr Ste 300		Houston	ĭ	77216 N
Weingarten Realty Investors		PO Box 200518		Houston	ĭ	4, 91277
Wells Management Company	Wells Management Company	6200 The Corners Pkwy Ste 250		Norcross	ВA	30092 ਨੇ
Wells Operating Partnership Lp		PO Box 926040		Norcross	ВA	30010-6040
Western States Technologies Holdings Inc	Western States Technologies Holdings Inc	18101 Von Karman Avenue	Suite 330	Irvine	CA	92612-0146

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